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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ADELPHIA RECOVERY TRUST,

Plaintiff,

- against -

BANK OF AMERICA, N.A., *et al.*,

Defendants.

No. 05 Civ. 9050 (LMM)

**SECOND AMENDED
COMPLAINT**

Jury Trial Demanded

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ADELPHIA RECOVERY TRUST,

Plaintiff,

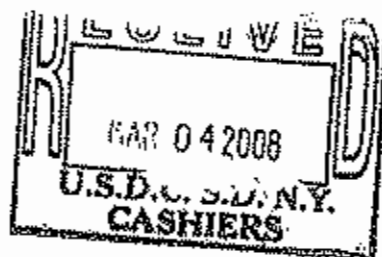
- against -

BANK OF AMERICA, N.A., individually and as
Agent for various banks party to credit agreements
described herein; BANC OF AMERICA
SECURITIES LLC; BANK OF MONTREAL,
individually and as Agent for various banks party to
credit agreements described herein; BMO CAPITAL
MARKETS CORP. (F/K/A BMO NESBITT BURNS
CORP.); WACHOVIA BANK, NATIONAL
ASSOCIATION (F/K/A FIRST UNION NATIONAL
BANK), individually and as agent for various banks
party to credit agreements described herein;
WACHOVIA CAPITAL MARKETS, LLC. (F/K/A
FIRST UNION SECURITIES, INC.); CITIBANK,
N.A., individually and as Agent for various banks
party to credit agreements described herein;
CITICORP USA, INC., individually and as Agent for
various banks party to credit agreements described
herein; CITIGROUP GLOBAL MARKETS
HOLDINGS, INC. (F/K/A SALOMON SMITH
BARNEY HOLDINGS, INC.); D/B/A SALOMON
SMITH BARNEY, INC.; CITIGROUP FINANCIAL
PRODUCTS, INC. (F/K/A SALOMON BROTHERS
HOLDING CO., INC.); ABN AMRO BANK N.V.,
individually and as Agent for various banks party to
credit agreements described herein; ABN AMRO,
INC.; THE BANK OF NEW YORK, individually and
as Agent for various banks party to credit agreements
described herein; BNY CAPITAL MARKETS, INC.;
THE BANK OF NOVA SCOTIA, individually and as
Agent for various banks party to credit agreements
described herein; SCOTIA CAPITAL (USA), INC.;
BARCLAYS BANK PLC, individually and as Agent
for various banks party to credit agreements described
herein; BARCLAYS CAPITAL INC.; CIBC, INC.,
individually and as Agent for various banks party to
credit agreements described herein; CIBC WORLD

05 Civ. 9050 (LMM)

SECOND AMENDED
COMPLAINT

Jury Trial Demanded



MARKETS CORP.; JP MORGAN CHASE BANK,)
 N.A. & CO. (F/K/A CHASE MANHATTAN BANK,)
 N.A.), individually and as Agent for various banks)
 party to credit agreements described herein;)
 JPMORGAN SECURITIES, INC. (F/K/A CHASE)
 SECURITIES, INC.); CALYON NEW YORK)
 BRANCH (F/K/A CREDIT LYONNAIS, NEW)
 YORK BRANCH), individually and as Agent for)
 various banks party to credit agreements described)
 herein; CALYON SECURITIES (USA), INC. (F/K/A)
 CREDIT LYONNAIS SECURITIES (USA), INC.);)
 CREDIT SUISSE, NEW YORK BRANCH (F/K/A)
 CREDIT SUISSE FIRST BOSTON, NEW YORK)
 BRANCH), individually and as Agent for various)
 banks party to credit agreements described herein;)
 CREDIT SUISSE SECURITIES (USA) LLC (F/K/A)
 CREDIT SUISSE FIRST BOSTON)
 CORPORATION); DEUTSCHE BANK TRUST)
 COMPANY AMERICAS (F/K/A BANKERS)
 TRUST COMPANY), individually and as Agent for)
 various banks party to credit agreements described)
 herein; DEUTSCHE BANK ALEX BROWN, INC.)
 (F/K/A BT ALEX BROWN, INC.); CREDIT)
 SUISSE CAPITAL FUNDING, INC. (F/K/A DLJ)
 CAPITAL FUNDING, INC.), individually and as)
 Agent for various banks party to credit agreements)
 described herein; CREDIT SUISSE SECURITIES)
 (USA) LLC (F/K/A DONALDSON, LUFKIN &)
 JENRETTE SECURITIES CORPORATION);)
 FLEET NATIONAL BANK, individually and as)
 Agent for various banks party to credit agreements)
 described herein; FLEET SECURITIES, INC.;)
 MERRILL LYNCH CAPITAL CORP., individually)
 and as Agent for various banks party to credit)
 agreements described herein; MERRILL LYNCH &)
 CO., INC.; MORGAN STANLEY SENIOR)
 FUNDING, INC., individually and as Agent for)
 various banks party to credit agreements described)
 herein; MORGAN STANLEY & CO., INC.; PNC)
 BANK, N.A., individually and as Agent for various)
 banks party to credit agreements described herein;)
 PNC CAPITAL MARKETS LLC (F/K/A PNC)
 CAPITAL MARKETS, INC.); THE ROYAL BANK)
 OF SCOTLAND, PLC, individually and as Agent for)
 various banks party to credit agreements described)
 herein; SOCIÉTÉ GÉNÉRALE, S.A., individually)

and as Agent for various banks party to credit)
 agreements described herein; COWEN AND)
 COMPANY, LLC (F/K/A SG COWEN)
 SECURITIES CORPORATION); SUNTRUST)
 BANK, individually and As Agent for various banks)
 party to credit Agreements described herein;)
 SUNTRUST INVESTMENT CAPITAL MARKETS,)
 INC. (F/K/A SUNTRUST SECURITIES, INC.);)
 TORONTO DOMINION (TEXAS), INC.,)
 individually and as Agent for various banks party to)
 credit agreements described herein; TD SECURITIES)
 (USA) LLC; MIZUHO FINANCIAL GROUP, INC.)
 (F/K/A THE FUJI BANK, LIMITED), individually)
 and as Agent for various banks party to credit)
 agreements described herein; MITSUBISHI UFJ)
 TRUST AND BANKING CORPORATION (F/K/A)
 THE MITSUBISHI TRUST AND BANKING)
 CORPORATION), individually and as Agent for)
 various banks party to credit agreements described)
 herein; COOPERATIEVE CENTRALE)
 RAIFFEISEN-BOERENLEEN BANK B.A.,)
 "RABOBANK NEDERLAND," NEW YORK)
 BRANCH, individually and as Agent for various)
 banks party to credit agreements described herein;)
 BAYERISCHE LANDESBANK (F/K/A)
 BAYERISCHE LANDESBANK)
 GIROZENTRALE); CYPRESSTREE)
 INVESTMENT FUND, LLC; DEBT STRATEGIES)
 FUND, INC.; DZ BANK AG DEUTSCHE)
 ZENTRAL-GENOSSENSCHAFTSBANK (F/K/A)
 DG BANK DEUTSCHE)
 GENOSSENSCHAFTSBANK AG); FIFTH THIRD)
 BANCORP; FIRST ALLMERICA FINANCIAL)
 LIFE INSURANCE COMPANY; FIRSTAR BANK,)
 N.A.; FOOTHILL INCOME TRUST II, L.P.;)
 FRANKLIN FLOATING RATE DAILY ACCESS)
 FUND, individually and as successor to Franklin)
 Floating Rate Trust's interests in the credit facilities)
 at issue; SCUDDER FLOATING RATE FUND)
 (F/K/A KEMPER FLOATING RATE FUND); KZH)
 CYPRESSTREE-1 LLC; KZH III LLC; KZH ING-2)
 LLC; KZH LANGDALE LLC; KZH PONDVIEW)
 LLC; KZH SHOSHONE LLC; KZH WATERSIDE)
 LLC; MASTER SENIOR FLOATING RATE)
 TRUST; FORTIS CAPITAL CORP. (F/K/A)
 MEESPIERSON CAPITAL CORP.); MELLON)

BANK, N.A.; BLACKROCK SENIOR FLOATING)
 RATE FUND, INC. (F/K/A MERRILL LYNCH)
 SENIOR FLOATING RATE FUND, INC.);)
 NATIONAL CITY BANK (F/K/A NATIONAL)
 CITY BANK OF PENNSYLVANIA);)
 SUNAMERICA SENIOR FLOATING RATE)
 FUND, INC. (F/K/A NORTH AMERICAN SENIOR)
 FLOATING RATE FUND, INC.); OLYMPIC)
 FUNDING TRUST, SERIES 1999-1;)
 OPPENHEIMER SENIOR FLOATING RATE)
 FUND.; PINEHURST TRADING, INC.;)
 PRINCIPAL LIFE INSURANCE COMPANY;)
 RIVIERA FUNDING LLC; ROYAL BANK OF)
 CANADA; BLACKROCK SENIOR HIGH)
 INCOME FUND, INC. (F/K/A SENIOR HIGH)
 INCOME PORTFOLIO, INC.); STANWICH LOAN)
 FUNDING LLC; HIGHLAND FLOATING RATE)
 LLC (F/K/A STEIN ROE FLOATING RATE)
 LIMITED LIABILITY COMPANY); SUMITOMO)
 MITSUI BANKING CORPORATION; MIZUHO)
 FINANCIAL GROUP, INC. (F/K/A THE DAI-ICHI)
 KANGYO BANK, LTD.); MIZUHO FINANCIAL)
 GROUP, INC. (F/K/A THE INDUSTRIAL BANK)
 OF JAPAN, LIMITED); THE TORONTO-)
 DOMINION BANK; U.S. BANK NATIONAL)
 ASSOCIATION; UBS AG, STAMFORD BRANCH;)
 UNITED OF OMAHA LIFE INSURANCE)
 COMPANY; FLEET NATIONAL BANK (F/K/A)
 BANK BOSTON, N.A.); BANK ONE, N.A.; BNP)
 PARIBAS (F/K/A BANQUE NATIONALE DE)
 PARIS); BAYERISCHE HYPO-UND)
 VEREINSBANK AG (HVB); BNP PARIBAS;)
 CITIZENS BANK OF RHODE ISLAND; CALYON)
 (F/K/A CREDIT AGRICOLE INDOSUEZ); DEXIA)
 CREDIT LOCAL NEW YORK BRANCH (F/K/A)
 CREDIT LOCALE FRANCE -- NEW YORK)
 AGENCY); DRESDNER BANK AG; BANCWEST)
 CORP. (F/K/A FIRST HAWAIIAN BANK); BANK)
 ONE CORP. (F/K/A FIRST NATIONAL BANK OF)
 CHICAGO); MANUFACTURERS & TRADERS)
 TRUST COMPANY (F/K/A FIRST NATIONAL)
 BANK OF MARYLAND); GOLDMAN SACHS)
 CREDIT PARTNERS, L.P.; ING PRIME RATE)
 TRUST (F/K/A PILGRIM AMERICA PRIME RATE)
 TRUST); KZH HOLDING CORPORATION III;)
 MANUFACTURERS & TRADERS TRUST)

COMPANY; MORGAN GUARANTY TRUST)
 COMPANY; OCTAGON CREDIT INVESTORS)
 LOAN PORTFOLIO; TRANSAMERICA LIFE)
 INSURANCE COMPANY (F/K/A PFL LIFE)
 INSURANCE COMPANY); ROYALTON)
 COMPANY; SHINSEI BANK, LIMITED (F/K/A)
 THE LONG-TERM CREDIT BANK OF JAPAN,)
 LTD.); METLIFE INSURANCE CO. OF)
 CONNECTICUT (F/K/A THE TRAVELERS)
 INSURANCE COMPANY); UNION BANK OF)
 CALIFORNIA, N.A.; VAN KAMPEN SENIOR)
 LOAN FUND (F/K/A VAN KAMPEN AMERICAN)
 CAPITAL PRIME RATE TRUST); WEBSTER)
 BANK; GOLDMAN SACHS & CO.; HSBC BANK)
 USA; KEY BANK OF NEW YORK; ABBEY)
 NATIONAL TREASURY SERVICES PLC;)
 ADDISON CDO, LIMITED; AG CAPITAL)
 FUNDING PARTNERS, L.P.; AIM FLOATING)
 RATE FUND; AIMCO CLO SERIES, 2000-A;)
 AIMCO CLO SERIES, 2001-A; ALLSTATE LIFE)
 INSURANCE CO.; ALPHA US SUB FUND II,)
 LLC; AMARANTH FUND, L.P.; AMMC CDO I,)
 LIMITED; AMMC CDO II, LTD.; APEX (IDM))
 CDO I, LTD.; APEX (TRIMARAN) CDO I, LTD.;)
 ARCHIMEDES FUNDING II, LTD.;)
 ARCHIMEDES FUNDING III, LTD.; ARES)
 LEVERAGED INVESTMENT FUND II, L.P.;)
 ARES III CLO LTD.; ARES IV CLO LTD.; ARES V)
 CLO LTD.; ARES VI CLO LTD.; ATHENA CDO)
 LIMITED; AURUM CLO 2002 - 1 LTD.;)
 BELHURST CLO, LTD. (F/K/A AVALON)
 CAPITAL, LTD.); AVALON, LTD. 3 (F/K/A)
 AVALON CAPITAL, LTD. 2); REYNOLDS)
 AMERICAN DEFINED MASTER TRUST (F/K/A B)
 & W MASTER TOBACCO FUND); BALANCED)
 HIGH YIELD FUND II, LTD.; BALLYROCK CDO)
 I LIMITED; BEAR STEARNS INVESTMENT)
 PRODUCTS; BEAR, STEARNS & CO., INC.;)
 BLUE SQUARE FUNDING SERIES 3; BOSTON)
 INCOME PORTFOLIO; ELI BROAD)
 FOUNDATION; CALIFORNIA PUBLIC)
 EMPLOYEES RETIREMENT SYSTEM; CAPTIVA)
 IV FINANCE LTD.; CARAVELLE INVESTMENT)
 FUND II, L.L.C.; CARLYLE HIGH YIELD)
 PARTNERS II, LTD.; CENTURION CDO II, LTD.;)
 CENTURION CDO III, LTD.; CENTURY)

INTEREST; CENTURY POST PETITION)
 INTEREST; CERES II FINANCE LTD.; CHARTER)
 VIEW PORTFOLIO; CITADEL HILL 2000, LTD.;)
 CLYDESDALE CLO 2001-I, LTD.; COLUMBUS)
 LOAN FUNDING, LTD.; COSTANTINUS EATON)
 VANCE CDO V, LTD.; CONTINENTAL)
 CASUALTY COMPANY; CSAM FUNDING I;)
 CSAM FUNDING II; D.E. SHAW LAMINAR)
 PORTFOLIOS, LLC; DB STRUCTURED)
 PRODUCTS, INC.; BLACKROCK DEBT)
 STRATEGIES FUND (F/K/A DEBT STRATEGIES)
 FUND II, INC.); DEBT STRATEGIES FUND III,)
 INC.; DELANO COMPANY #274; DZ BANK AG)
 DEUTSCHE ZENTRAL-GENOSSENSCHAFTS)
 BANK; EATON VANCE CDO II, LTD.; EATON)
 VANCE INSTITUTIONAL SENIOR LOAN FUND;)
 EATON VANCE SENIOR INCOME TRUST; ELC)
 (CAYMAN) LTD.; ELC (CAYMAN) LTD. CDO)
 SERIES 1999-I; ELC (CAYMAN) LTD. SERIES)
 1999-I; ELC (CAYMAN) LTD. 1999-III; ELC)
 (CAYMAN) LTD. 2001-I; ELF FUNDING TRUST)
 I; ELF FUNDING TRUST III; ELI BROAD;)
 EMERALD ORCHARD LIMITED; ENDURANCE)
 CLO I, LTD.; ERSTE BANK NEW YORK)
 BRANCH (D/B/A ERSTE BANK); EVERGREEN)
 FUNDING LTD., CO.; FC CBO IV LIMITED;)
 FIDELITY ADVISOR SERIES II; FIDELITY)
 ADVISOR FLOATING RATE HIGH INCOME)
 FUND (161); FIDELITY HIGH YIELD)
 COLLECTIVE; FIRST DOMINION FUNDING I;)
 FIRST DOMINION FUNDING II; FIRST)
 DOMINION FUNDING III; FLAGSHIP CLO 2001-)
 I; FLAGSHIP CLO II; FORTIS CAPITAL CORP.;)
 FRANKLIN CLO I, LIMITED; FRANKLIN CLO II,)
 LIMITED; FRANKLIN CLO III, LIMITED;)
 FRANKLIN FLOATING RATE DAILY ACCESS)
 FUND; FRANKLIN FLOATING RATE MASTER)
 SERIES; GALAXY CLO 1999-I, LTD.;)
 GLENEAGLES TRADING LLC; GOLDENTREE)
 LOAN OPPORTUNITIES I, LTD.; GOLDENTREE)
 LOAN OPPORTUNITIES II, LTD.; GOLDENTREE)
 HIGH YIELD MASTER FUND, LTD. (F/K/A)
 GOLDENTREE MASTER FUND, LTD.);)
 GOLDENTREE HIGH YIELD OPPORTUNITIES II,)
 L.P.; GRAYSON & CO.; GREAT POINT CLO)
 1999-I, LTD; GREYSTONE CLO LTD.; GSC)

RECOVERY IIA, L.P.; GOLDENTREE HIGH)
 YIELD VALUE MASTER FUND, L.P.; HALCYON)
 FUND, L.P.; HAMILTON CDO, LTD.; HARBOUR)
 TOWN FUNDING, LLC; HARBOURVIEW CDO II,)
 LTD.; HARBOURVIEW CLO IV, LTD.; HARCH)
 CLO I, LTD.; HIGH INCOME PORTFOLIO;)
 HIGHLAND LEGACY LIMITED; HIGHLAND)
 LOAN FUNDING V, LTD.; HIGHLAND)
 OFFSHORE PARTNERS; IBM WHITEHALL)
 FUNDING 2001 TRUST; RIVERSOURCE LIFE)
 INSURANCE COMPANY (F/K/A IDS LIFE)
 INSURANCE COMPANY); INDOSUEZ CAPITAL)
 FUNDING IIA, LTD.; INDOSUEZ CAPITAL)
 FUNDING IV, L.P.; ING SENIOR INCOME FUND)
 (F/K/A ING PILGRIM SENIOR INCOME FUND);)
 ING SENIOR INCOME FUND; INVESTMENT)
 FUND II LLC; INVESTMENT PARTNERS I; J.H.)
 WHITNEY MARKET VALUE FUND, L.P.;)
 JSSEKIKUN FUNDING, LTD.; JUPITER LOAN)
 FUNDING LLC; KATONAH I, LTD.; KATONAH)
 II, LTD.; KATONAH III, LTD.; KING STREET)
 CAPITAL, L.P.; KZH CNC LLC; KZH)
 HIGHLAND-2 LLC; KZH ING-1 LLC; KZH ING-3)
 LLC; KZH PAMCO LLC; KZH SOLEIL LLC; KZH)
 SOLEIL-2 LLC; KZH STERLING LLC;)
 LANDMARK CDO LIMITED; LCM I LIMITED)
 PARTNERSHIP; LEHMAN COMMERCIAL)
 PAPER, INC.; LONGHORN CDO (CAYMAN))
 LTD.; LONGHORN II CDO (CAYMAN) LTD.;)
 MAGNETITE ASSET INVESTORS L.L.C.;)
 MERRILL LYNCH DEBT STRATEGIES FUND II,)
 INC.; MERRILL LYNCH GLOBAL INVESTMENT)
 SERIES; INCOME STRATEGIES PORTFOLIO;)
 MIZUHO CORPORATE BANK, LTD.; ML CLO)
 XV PILGRIM AMERICA (CAYMAN) LTD.; ML)
 CLO XX PILGRIM AMERICA (CAYMAN) LTD.;)
 MONUMENT CAPITAL LTD.; MORGAN)
 STANLEY EMERGING MARKETS, INC.;)
 MORGAN STANLEY PRIME INCOME TRUST;)
 MOUNTAIN CAPITAL CLO I; MOUNTAIN)
 CAPITAL CLO II; MUIRFIELD TRADING, LLC;)
 MUZINICH CASHFLOW CBO II LTD.; POST)
 DISTRESSED OFFSHORE FUND, LTD. (F/K/A)
 MW POST OPPORTUNITY OFFSHORE FUND,)
 LTD.); MW POST PORTFOLIO FUND, LTD;)
 NATIONWIDE LIFE AND ANNUITY)

INSURANCE COMPANY; NATIONWIDE)
 MUTUAL INSURANCE COMPANY; NEMEAN)
 CLO, LTD.; NEW ALLIANCE GLOBAL CDO,)
 LIMITED; NEW YORK LIFE INSURANCE AND)
 ANNUITY CO.; NOMURA BOND & LOAN)
 FUND; NORTHWOODS CAPITAL, LTD.;)
 NORTHWOODS CAPITAL II, LTD.;)
 NORTHWOODS CAPITAL III, LTD.; NUVEEN)
 FLOATING RATE INCOME FUND; NUVEEN)
 SENIOR INCOME FUND; OAK HILL CLO)
 MANAGEMENT I, LLC; OAK HILL CREDIT)
 PARTNERS I, LIMITED; OAK HILL SECURITIES)
 FUND, L.P.; THE OPPORTUNITY FUND, LLC;)
 ORYX CLO, LTD.; OWL CREEK ASSET)
 MANAGEMENT, L.P.; OXFORD STRATEGIC)
 INCOME FUND; PACIFICA PARTNERS I, L.P.;)
 PAM CAPITAL FUNDING L.P.; PAMCO)
 CAYMAN LTD.; PERRY PRINCIPALS, LLC;)
 PHOENIX-GOODWIN HIGH YIELD FUND;;)
 PILGRIM CLO 1999-1 LTD.; ING SENIOR)
 INCOME FUND (F/K/A PILGRIM SENIOR)
 INCOME FUND); PIMCO CORPORATE INCOME)
 FUND; POST STRATEGIC FUND II, L.P. (F/K/A)
 POST BALANCED FUND, L.P.); POST)
 STRATEGIC FUND, L.P. (F/K/A POST HIGH)
 YIELD, L.P.); POST DISTRESSED FUND, L.P.)
 (F/K/A POST OPPORTUNITY FUND, L.P.); PPM)
 SHADOW CREEK FUNDING LLC; PPM)
 SPYGLASS FUNDING TRUST; PROVIDENCE)
 CAPITAL LLC; PRUDENTIAL INSURANCE)
 COMPANY OF AMERICA; PUTNAM)
 DIVERSIFIED INCOME TRUST; PUTNAM HIGH)
 YIELD ADVANTAGE FUND; PUTNAM HIGH)
 YIELD TRUST; PUTNAM MASTER INCOME)
 TRUST; PUTNAM MASTER INTERMEDIATE)
 INCOME TRUST; PUTNAM PREMIER INCOME)
 TRUST; PUTNAM VARIABLE TRUST - PVT)
 DIVERSIFIED INCOME FUND; PUTNAM)
 VARIABLE TRUST - PVT HIGH YIELD FUND;)
 QDRF MASTER LTD.; QUANTUM PARTNERS,)
 LLC; RACE POINT CLO, LIMITED; REDWOOD)
 MASTER FUND, LTD.; RELIANCE STANDARD)
 LIFE INSURANCE COMPANY; RESTORATION)
 FUNDING CLO, LTD.; ROSEMONT CLO, LTD.;)
 SAFETY NATIONAL CASUALTY CORP.;)
 SANKATY HIGH YIELD ASSET PARTNERS II,)

L.P.; SATELLITE SENIOR INCOME FUND, LLC;)
 SAWGRASS TRADING LLC; SCUDDER)
 FLOATING RATE FUND; SEABOARD CLO 2000)
 LTD.; SENECA CAPITAL, L.P.; SENIOR DEBT)
 PORTFOLIO; SEQUILS-CENTURION V, LTD.;)
 SEQUILS-CUMBERLAND I, LTD.; SEQUILS-ING)
 (HBDGM), LTD.; WASATCH CLO, LTD. (F/K/A)
 SEQUILS-LIBERTY, LTD.); SEQUILS-MAGNUM,)
 LTD.; SEQUILS-PILGRIM I, LTD.; SIERRA CLO I)
 LTD.; SIGNATURE 1A (CAYMAN), LTD.;)
 SKANDINAVISKA ENSKILDA BANKEN (AB);)
 SL LOANS I LIMITED; SOF INVESTMENTS, L.P.;)
 SPRUGOS INVESTMENTS IV, LLC; SRF 2000)
 LLC; SRS STRATEGIES (CAYMAN), L.P.; SRV-)
 HIGHLAND, INC.; STANFIELD ARBITRAGE)
 CDO, LTD.; STANFIELD CLO, LTD.; STANFIELD)
 QUATTRO CLO, LTD.; STANFIELD RMF)
 TRANSATLANTIC CDO, LTD.; STATE OF)
 SOUTH DAKOTA RETIREMENT SYSTEM;)
 STEIN ROE & FARNHAM CLO I LTD.; STEPHEN)
 ADAMS LIVING TRUST; SUNAMERICA SENIOR)
 FLOATING RATE FUND, INC.; SYNDICATED)
 LOAN FUNDING TRUST; THE ING CAPITAL)
 SENIOR SECURED HIGH INCOME HOLDINGS)
 FUND, LTD.; THE PRESIDENT AND FELLOWS)
 OF HARVARD COLLEGE; THIRD AVENUE)
 TRUST (ON BEHALF OF THE THIRD AVENUE)
 VALUE FUND SERIES); THRACIA LLC; LMP)
 CORPORATE LOAN FUND INC. (F/K/A)
 TRAVELERS CORPORATE LOAN FUND, INC.);)
 TRYON CLO LTD. 2000-1; TUSCANY CDO LTD.;)
 TYLER TRADING, INC.; UNIVERSITY OF)
 CHICAGO; VAN KAMPEN SENIOR LOAN FUND)
 (F/K/A VAN KAMPEN PRIME RATE INCOME)
 TRUST); VAN KAMPEN SENIOR LOAN FUND)
 (F/K/A VAN KAMPEN SENIOR FLOATING RATE)
 FUND); VAN KAMPEN SENIOR INCOME)
 TRUST; VENTURE CDO 2002, LIMITED;)
 NATIONAL WESTMINSTER BANK PLC;)
 WHITNEY PRIVATE DEBT FUND, L.P.;)
 WINDSOR LOAN FUNDING, LIMITED; WINGED)
 FOOT FUND TRUST; 228 VARIABLE)
 INSURANCE PRODUCTS FUND II: ASSET)
 MANAGER PORTFOLIO; AERIES FINANCE-II)
 LTD.; ALEXANDRA GLOBAL MASTER FUND)
 LTD.; MANUFACTURERS AND TRADERS)

TRUST COMPANY (F/K/A ALLFIRST BANK);)
 AMARA 2 FINANCE, LTD.; AMERIPRISE)
 CERTIFICATE COMPANY (F/K/A AMERICAN)
 EXPRESS CERTIFICATE COMPANY);)
 AMERIPRISE CERTIFICATE COMPANY; AMMC)
 CLO V, LIMITED; AMMC CLO IV, LIMITEDp;)
 AQUITANIA PARTNERS Q.P., L.P.;)
 ARCHIMEDES FUNDING IV (CAYMAN), LTD.;)
 ARES ENHANCED CREDIT OPPORTUNITIES)
 FUND, LTD.; ARES LEVERAGED INVESTMENT)
 FUND, L.P.; THE ASSETS MANAGEMENT)
 COMMITTEE OF THE COCA-COLA MASTER)
 RETIREMENT TRUST; AUGUSTA TRADING)
 LLC; AVENUE SPECIAL SITUATIONS FUND II,)
 LP; AVL LOAN FUNDING LLC; AXIS/SRS)
 LIMITED; BANK OF AMERICA DISTRESSED)
 TRADE; BANK OF AMERICA TRADE; THE)
 BANK OF NEW YORK; BANK OF TOKYO-)
 MITSUBISHI TRUST COMPANY; BATTERY)
 PARK HIGH YIELD LONG SHORT FUND, LTD.;)
 BATTERY PARK HIGH YIELD OPPORTUNITY)
 MASTER FUND, LTD.; BAYERISCHE)
 LANDESBANK (F/K/A BAYERISCHE)
 LANDESBANK GIROZENTRALE); BBT FUND)
 LP; BEAR STEARNS CREDIT PRODUCTS;)
 BLACK DIAMOND CLO 2000; BLACKROCK)
 CORPORATE HIGH YIELD FUND III, INC.)
 (F/K/A CORPORATE HIGH YIELD FUND III,)
 INC.); BLACKROCK CORPORATE HIGH YIELD)
 FUND V, INC. (F/K/A CORPORATE HIGH YIELD)
 FUND V, INC.); BLACKROCK CORPORATE)
 HIGH YIELD FUND VI, INC. (F/K/A)
 CORPORATE HIGH YIELD FUND VI, INC.);)
 BLACKROCK CORPORATE HIGH YIELD FUND,)
 INC. (F/K/A CORPORATE HIGH YIELD FUND,)
 INC.); BLACKROCK FLOATING RATE INCOME)
 STRATEGIES FUND, INC.; BLACKROCK)
 FLOATING RATE INCOME STRATEGIES FUND)
 II, INC.; BLACKROCK FLOATING RATE)
 INCOME STRATEGIES FUND, INC. (F/K/A)
 FLOATING RATE INCOME STRATEGIES FUND,)
 INC.); BLACKROCK GLOBAL FLOATING RATE)
 INCOME TRUST; BLACKROCK LIMITED)
 DURATION INCOME TRUST; BLACKROCK)
 SENIOR INCOME SERIES; BLACKROCK)
 SENIOR INCOME SERIES III; BLACKROCK)

SENIOR LOAN TRUST; BMO CAPITAL)
 MARKETS FINANCE, INC.; BT HOLDINGS;)
 CALYON; CAMULOS MASTER FUND LP;)
 CANDELA CAPITAL MANAGEMENT LLC;)
 CANDLEWOOD CAPITAL PARTNERS LLC;)
 CANPARTNERS INVESTMENTS IV, LLC; CAP)
 FUND, L.P.; CAPTIVA III FINANCE LTD.;)
 CARAVELLE INVESTMENT FUND, LLC;)
 CARLYLE HIGH YIELD PARTNERS, L.P.;)
 CARLYLE HIGH YIELD PARTNERS III, LTD.;)
 CARLYLE HIGH YIELD PARTNERS IV, LTD.;)
 CARLYLE LOAN INVESTMENT LTD.;)
 CASTLERIGG MASTER INVESTMENTS LTD.;)
 CEDAR CREEK SPIRET LOAN TRUST;)
 CEDARVIEW OPPORTUNITIES MASTER FUND;)
 JPMORGAN CHASE BANK, N.A. (F/K/A THE)
 CHASE MANHATTAN BANK); CIC UNION)
 EUROPÉENNE, INTERNATIONAL ET CIE; CITI)
 GOLDENTREE LTD.; CITIGROUP)
 CONSOLIDATED; LMP CORPORATE LOAN)
 FUND, INC. (F/K/A CITIGROUP INVESTMENTS)
 CORPORATE); CITY NATIONAL BANK; CMI I)
 LTD.; CN LOAN FUND, INC.; COHANZICK)
 CREDIT OPPORTUNITIES; COLUMBUS NOVA)
 CAPITAL MASTER FUND; CONCORDIA)
 DISTRESSED DEBT FUND, L.P.; CONCORDIA)
 MAC29 LTD.; CONFLUENT 2 LIMITED;)
 CONFLUENT 3 LIMITED; CONTRARIAN)
 FUNDS, LLC; COOPERATIEVE CENTRALE)
 RAIFFEISEN-BOERENLEENBANK B.A.; CREDIT)
 INDUSTRIEL ET COMMERCIAL; DEXIA)
 CREDIT LOCAL (F/K/A CREDIT LOCAL DE)
 FRANCE); CREDIT SUISSE, CAYMAN BRANCH;)
 CREDIT SUISSE INTERNATIONAL; CREDIT)
 SUISSE LOAN FUNDING, LLC; CYPRESS POINT)
 TRADING LLC; CYPRESSTREE INVESTMENT)
 FUND, LLC; CYPRESSTREE INVESTMENT)
 PARTNERS I, LTD.; CYPRESSTREE)
 INVESTMENT PARTNERS II, LTD.; DB)
 HOLDINGS (NEW YORK), INC.; DEBT)
 STRATEGIES FUND, INC.; DEUTSCHE BANK)
 AG CAYMAN ISLANDS; DEUTSCHE BANK AG)
 LONDON; DEUTSCHE BANK AG, NEW YORK)
 BRANCH; DB STRUCTURED PRODUCTS, INC.)
 (F/K/A DEUTSCHE BANK SHARPS PIXLEY,)
 INC.); DEUTSCHE BANK TRUST COMPANY)

AMERICAS; DIVERSIFIED INVESTORS HIGH)
 YIELD BOND FUND; DRESDNER BANK AG,)
 NEW YORK AND GRAND CAYMAN)
 BRANCHES; DRYDEN HIGH YIELD CDO 2001-I;)
 DRYDEN LEVERAGED LOAN CDO 2002-II; DZ)
 BANK AG DEUTSCHE ZENTRAL-)
 GENOSSENSCHAFTSBANK, FRANKFURT AM)
 MAIN (SUCCESSOR-BY-MERGER TO DG BANK)
 DEUTSCHE GENOSSENSCHAFTSBANK AG);)
 EAGLE MASTER FUND, LTD.; EATON VANCE)
 CDO III, LTD.; EATON VANCE CDO IV, LTD.;)
 ECO MASTER FUND LIMITED; ELC (CAYMAN))
 LTD. CDO SERIES 1999-III; ELC (CAYMAN))
 LTD. CDO SERIES 2000-I; ELF FUNDING TRUST)
 I (F/K/A ELF FUNDING TRUST); ELT LTD.; EOS)
 PARTNERS, L.P.; ERSTE BANK DER)
 OESTERREICHISCHEN SPARKASSEN AG;)
 ESSEX PARK CDO LTD.; EXIS HOLDING, LTD.;)
 FALL CREEK CLO LTD.; FERNWOOD)
 ASSOCIATES LLC (F/K/A FERNWOOD)
 ASSOCIATES LP); FIDELITY ADVISOR SERIES)
 I: FIDELITY ADVISOR BALANCED FUND (219);)
 FIDELITY ADVISOR SERIES II: FIDELITY)
 ADVISOR HIGH INCOME FUND (374);)
 FIDELITY ADVISOR SERIES II: FLOATING)
 RATE HIGH INCOME; FIDELITY ADVISOR)
 SERIES II: STRATEGIC INCOME (638);)
 FIDELITY CENTRAL INVESTMENT)
 PORTFOLIOS LLC; FIDELITY CENTRAL)
 INVESTMENT PORTFOLIOS II LLC; FIDELITY)
 CHARLES STREET TRUST: FIDELITY ASSET)
 MANAGER (314); FIDELITY CHARLES STREET)
 TRUST: FIDELITY ASSET MANAGER;)
 GROWTH (321); FIDELITY SUMMER STREET)
 TRUST: FIDELITY HIGH INCOME FUND (455);)
 FIDELITY HIGH YIELD BOND COLLECTIVE)
 TRUST; FIDELITY INSTITUTIONAL HIGH)
 YIELD; FIDELITY PURITAN TRUST: FIDELITY)
 PURITAN FUND; FIDELITY SCHOOL STREET)
 TRUST: FIDELITY STRATEGIC INCOME FUND;)
 FIDELITY SUMMER STREET TRUST: FIDELITY)
 CAPITAL & INCOME FUND (38); FIRST)
 TRUST/FOUR CORNERS SENIOR FLOATING)
 RATE INCOME FUND; FIRST TRUST/FOUR)
 CORNERS SENIOR FLOATING INCOME FUND)
 II; FIRST TRUST/HIGHLAND CAPITAL)

FLOATING RATE INCOME FUND II;)
 WACHOVIA BANK, NATIONAL ASSOCIATION)
 (F/K/A CORESTATES FINANCIAL)
 CORPORATION); FIRST UNION NATIONAL)
 BANK (CAROLINA PORTFOLIO); FIRST UNION)
 PAR TRADING; FIVE FINANCE CORPORATION;))
 FLAGSHIP CLO IV; FLOATING RATE)
 PORTFOLIO; GABRIEL CAPITAL LP;)
 GOLDENTREE 2004 TRUST; GOLDENTREE)
 CREDIT OPPORTUNITIES FINANCING I, LTD.)
 (F/K/A GOLDENTREE CREDIT)
 OPPORTUNITIES); GOLDENTREE CREDIT)
 OPPORTUNITIES FINANCING II, LIMITED;)
 GOLDENTREE MASTER FUND, LTD.;)
 GOLDENTREE HIGH YIELD OPPORTUNITIES I,)
 L.P.; GOLDENTREE MASTER FUND, LTD.)
 (F/K/A GOLDENTREE MASTER FUND);)
 GOLDENTREE MASTER FUND II, LTD.;)
 GOLDENTREE MULTISTRATEGY FINANCING,)
 LTD; GOLDMAN SACHS CREDIT PARTNERS)
 L.P.; GPC LVIII, LLC; GRACIE CAPITAL, L.P.;)
 GRAND CENTRAL ASSET TRUST DHV SERIES;)
 GRAND CENTRAL ASSET TRUST HLD; GRAND)
 CENTRAL ASSET TRUST SIL; GRAND)
 CENTRAL ASSET TRUST SINGLE NAME)
 SERIES; GRAND CENTRAL ASSET TRUST SOH;)
 GRAND CENTRAL ASSET TRUST SOLA;)
 GRANITE FINANCE LIMITED; GREAT)
 AMERICAN INSURANCE CO.; GREAT)
 AMERICAN LIFE INSURANCE CO.;)
 GREENWICH INTERNATIONAL LTD.;)
 GREYWOLF LOAN PARTICIPATION LLC; GSC)
 RECOVERY II, L.P.; HALCYON)
 RESTRUCTURING FUND, L.P.; HAMPTON)
 FUNDING LLC; HARBOURVIEW CDO IV, LTD.;)
 HARBOURVIEW CLO II, LIMITED;)
 HARBOURVIEW CLO IV, LTD.;)
 HARBOURVIEW CLO V, LTD.; BMO CAPITAL)
 MARKETS CORP. (F/K/A HARRIS NESBITT)
 FINANCING INC.); HARTFORD FLOATING)
 RATE FUND; HCM/Z SPECIAL OPPORTUNITIES)
 LLC; PAYDEN HIGH INCOME FUND (F/K/A)
 HIGH INCOME FUND); HIGHLAND CREDIT)
 OPPORTUNITIES CDO, LTD.; HIGHLAND)
 CREDIT STRATEGIES FUND; HIGHLAND)
 FLOATING RATE ADVANTAGE FUND;)

HIGHLAND FLOATING RATE FUND LLC;)
 ILLINOIS MUNICIPAL RETIREMENT FUND;)
 INDOSUEZ CAPITAL FUNDING VI, LTD.; ING)
 INTERNATIONAL II SENIOR BANK LOANS)
 BURO; ING INTERNATIONAL II SENIOR BANK)
 LOANS USD; ING PRIME RATE TRUST (F/K/A)
 PILGRIM AMERICA PRIME RATE TRUST);)
 JACKSON NATIONAL LIFE INSURANCE)
 COMPANY; JPMORGAN CHASE BANK, N.A.;)
 KALDI FUNDING LLC; KENNETT CAPITAL,)
 INC.; SUN LIFE ASSURANCE COMPANY OF)
 CANADA (U.S.) (SUCCESSOR BY MERGER TO)
 KEYPORT LIFE INSURANCE COMPANY);)
 KINGSLAND I LTD.; KINGSLAND II LTD.;)
 KINGSLAND III LTD.; KNIGHT CBNA LOAN)
 FUNDING KNIGHT; KZH RIVERSIDE LLC;)
 LATIGO MASTER FUND, LTD.; LEHMAN)
 BROTHERS HOLDINGS, INC.; LEHMAN)
 SYNDICATED LOAN FUNDING TRUST;)
 HIGHLAND FLOATING RATE ADVANTAGE)
 FUND (F/K/A LIBERTY-STEIN ROE ADVISOR)
 FLOATING RATE ADVANTAGE FUND);)
 LIBERTYVIEW FUNDS, LP; LL PEACHTREE)
 FUNDING LLC; LMP CORPORATE LOAN FUND)
 INC.; LOAN FUNDING IX LLC; LONG LANE)
 MASTER TRUST II; LONG LANE MASTER)
 TRUST IV; LONGACRE CAPITAL PARTNERS;)
 LONGACRE MASTER FUND, LTD.; M D SASS)
 RE/ENTERPRISE PORTFOLIO;)
 MACQUARIE/FIRST TRUST GLOBAL)
 INFRASTRUCTURE/UTILITIES DIVIDEND &)
 INCOME FUND (F/K/A MACQUARIE FIRST)
 TRUST GLOBAL INFRASTRUCTURE DIVIDEND)
 & INCOME FUND); MAGNETITE ASSET)
 INVESTORS III LLC; MAGNETITE IV CLO,)
 LIMITED; MAINSTAY FLOATING RATE FUND,)
 A; MARATHON SPECIAL OPPORTUNITY)
 MASTER FUND, LTD.; MCDONNELL LOAN)
 OPPORTUNITY LTD.; MEESPIERSON N.V.; THE)
 BANK OF NEW YORK MELLON CORP. (F/K/A)
 MELLON BANK, CORP.); MERRILL LYNCH)
 CREDIT PRODUCTS LLC; BLACKROCK)
 GLOBAL INVESTMENT SERIES: BANK LOAN)
 INCOME PORTFOLIO; MERRILL LYNCH)
 SENIOR FLOATING RATE PORTFOLIO;)
 MERRILL LYNCH, PIERCE, FENNER AND)

SMITH; MITSUBISHI UFJ TRUST AND)
 BANKING CORPORATION (F/K/A MITSUBISHI)
 TRUST AND BANKING CORPORATION);)
 MIZUHO GLOBAL LIMITED; ML INCOME)
 STRATEGIES PORTFOLIO; MORGAN STANLEY)
 PRIME INCOME TRUST (F/K/A MORGAN)
 STANLEY DEAN WITTER PRIME INCOME)
 TRUST); MSD CAPITAL, L.P.; MYERS)
 CABLEVISION LLC; NATIXIS, NEW YORK)
 BRANCH (F/K/A NATEXIS BANQUES)
 POPULAIRES, NEW YORK BRANCH);)
 NATIONWIDE LIFE INSURANCE CO.;)
 NAUTIQUE FUNDING LTD.; NEW YORK LIFE)
 INSURANCE COMPANY; NUVEEN FLOATING)
 RATE INCOME OPPORTUNITY FUND; OAK)
 HILL CREDIT ALPHA FUND, LP; OAK HILL)
 CREDIT ALPHA FUND (OFFSHORE), LTD.; OAK)
 HILL SECURITIES FUND II, LP; OAK)
 MOUNTAIN LIMITED; OHIO PUBLIC)
 EMPLOYEES RETIREMENT; OLIGRA43;)
 OLYMPIC FUNDING TRUST, SERIES 1999-1;)
 ONE EAST PARTNERS MASTER LP; OSPREY)
 INVESTMENTS PORTFOLIO; PILGRIM)
 AMERICA HIGH INCOME INVESTMENTS, LTD.;)
 ING PRIME RATE TRUST (F/K/A PILGRIM)
 PRIME RATE TRUST); PIMCO HIGH YIELD)
 FUND (ACCOUNT 705); PIONEER FLOATING)
 RATE TRUST; PNC BANK, N.A.; POST TOTAL)
 RETURN FUND, L.P.; THE PRESIDENT AND)
 FELLOWS OF HARVARD COLLEGE (REF.)
 HARVARD SPECIAL SITUATIONS ACCOUNT);)
 PROVIDENT - PNC; PUTNAM FLOATING RATE)
 INCOME FUND; PUTNAM FUNDS TRUST -)
 PUTNAM HIGH YIELD TRUST II; PUTNAM)
 HIGH YIELD FIXED INCOME FUND; PUTNAM)
 HIGH YIELD MANAGED TRUST; PUTNAM)
 MANAGED HIGH YIELD TRUST; PUTNAM)
 STRATEGIC INCOME FUND; QUADRANGLE)
 MASTER FUNDING LTD.; RABOBANK)
 INTERNATIONAL, NEW YORK BRANCH;)
 RAINTREE TRADING LLC; RAVEN CREDIT)
 OPPORTUNITIES MASTER FUND, LTD.;)
 REGENTS OF THE UNIVERSITY OF)
 CALIFORNIA; RESOLUTION MASTER FUND)
 LP; REYNOLDS AMERICAN DEFINED BENEFIT)
 MASTER TRUST; RITCHIE SPECIAL CREDIT)

INVESTMENTS; SAGAMORE HILL HUB FUND)
 LTD.; CITIGROUP GLOBAL MARKETS, INC.)
 (F/K/A SALOMON SMITH BARNEY); SANDLER)
 ASSOCIATES, LP; SANDLER)
 COMMUNICATIONS OFFSHORE FUND, INC.;)
 SANKATY HIGH YIELD ASSET PARTNERS,)
 L.P.; SANKATY HIGH YIELD ASSET PARTNERS)
 III, L.P.; SARATOGA CLO I LIMITED;)
 SATELLITE SENIOR INCOME FUND II, LLC;)
 SECURITY INCOME FUND - INCOME)
 OPPORTUNITY SERIES; SEI INSTITUTIONAL)
 INVESTMENTS TRUST; SEI INSTITUTIONAL)
 MANAGED TRUST; SEMINOLE FUNDING LLC;)
 SENIOR LOAN FUND 2; SILVER OAK CAPITAL)
 LLC; SMOKY RIVER CDO, L.P. (F/K/A)
 INDOSUEZ CAPITAL FUNDING IV); SMOKY)
 RIVER CDO, LP; SOL LOAN FUNDING LLC;)
 SPCP GROUP, L.L.C.; SPECTRUM INVESTMENT)
 PARTNERS LP; SRF TRADING, INC.; SRI FUND;)
 STRAND FUNDING; STRATEGIC MANAGED)
 LOAN PORTFOLIO; SUMITOMO MITSUI)
 BANKING CORPORATION (F/K/A THE)
 SUMITOMO BANK, LIMITED); THE SUMITOMO)
 TRUST & BANKING CO., LTD.; THE)
 SUMITOMO TRUST & BANKING CO., LTD.,)
 NEW YORK BRANCH; AIG RETIREMENT)
 SERVICES, INC.; SUNAMERICA LIFE)
 INSURANCE COMPANY; SUNTRUST BANK;)
 SWISS LIFE US RAINBOW LIMITED; T. ROWE)
 PRICE HIGH YIELD FUND; T. ROWE PRICE)
 INSTITUTIONAL HIGH YIELD FUND; THALES)
 HOLDINGS LTD., INC.; THIRD AVENUE VALUE)
 FUND SERIES; TORONTO DOMINION (TEXAS).)
 INC.; PAYDEN OPPORTUNITY BOND FUND)
 (F/K/A THE TOTAL RETURN FUND); LEGG)
 MASON PARTNERS VARIABLE PORTFOLIOS)
 III, INC. (F/K/A TRAVELERS SERIES FUND,)
 INC.); TRAVELERS SERIES FUND, INC.-)
 PUTNAM; ANTHEM SOUTHEAST INC.)
 (SUCCESSOR BY MERGER TO TRIGON)
 HEALTHCARE, INC.); TRILOGY PORTFOLIO)
 COMPANY LLC; TRS CALLISTO LLC; TRS)
 ELARA LLC; TRS IO LLC; TRS PLAINFIELD)
 LLC; TRS THEBE LLC; UBS AG; VAN KAMPEN)
 SENIOR LOAN FUND; VARIABLE INSURANCE)
 PRODUCTS FUND II: ASSET MANAGER)

PORTFOLIO (222); VARIABLE INSURANCE)
 PRODUCTS FUND II: ASSET MANAGER:)
 GROWTH PORTFOLIO; VARIABLE INSURANCE)
 PRODUCTS FUND: HIGH INCOME PORTFOLIO;)
 VARIABLE INSURANCE PRODUCTS FUND:)
 VIP HIGH INCOME PORTFOLIO; WATERVILLE)
 FUNDING LLC; WB LOAN FUNDING 3 LLC;)
 WBNA; BLUE CROSS OF CALIFORNIA;)
 WHIPPOORWILL DISTRESSED OPPORTUNITY)
 FUND; WHIPPOORWILL OFFSHORE)
 DISTRESSED OPPORTUNITY; YORK CAPITAL)
 MANAGEMENT LP; JOHN DOE NOS. 1-100; and)
 JOHN DOE, INC. NOS. 1-100;)
)
 Defendants.)

SECOND AMENDED COMPLAINT

Plaintiff, the Adelphia Recovery Trust, as successor-in-interest to Adelphia Communications Corporation ("ACC") and its affiliated debtors and debtors in possession (collectively, "Adelphia") in case numbers 02-12834 (REG) through 02-41957 (REG), 05-44167 (REG), 05-44168 (REG), 05-44170 (REG) through 05-44172 (REG), 05-44174 (REG), 05-44178 (REG), 05-44190 (REG), 05-44192 (REG) through 05-44193 (REG), 05-44195 (REG) through 05-44198 (REG), 05-44200 (REG), 05-60107 (REG), and 06-10622 (REG) through 06-10642 (REG), the Official Committee of Unsecured Creditors of Adelphia Communications Corporation and its affiliated debtors (the "Creditors Committee"), and the Official Committee of Equity Securities Holders of Adelphia Communications Corporation (the "Equity Committee"), under Adelphia's First Modified Fifth Amended Plan of Reorganization, as confirmed by the United States Bankruptcy Court for the Southern District of New York on January 5, 2007 (the "Plan of Reorganization"), for its second amended complaint against defendants, alleges, upon information and belief, as follows:

SUMMARY OF ACTION

1. This action seeks to redress Defendants' knowing participation, substantial assistance and complicity in one of the most serious cases of systematic corporate looting and breach of fiduciary duty in American history.

2. The fraud at Adelphia did not involve any sophisticated accounting gimmicks. To the contrary, it involved simple larceny, but on a massive scale. The Rigas Family¹ used Adelphia as its personal piggy bank -- siphoning money from corporate accounts to fund personal expenses at will and to ensure the Rigas Family's continued management of Adelphia. With the substantial assistance of the defendants, the Rigas Family misappropriated over \$3.4 billion from Adelphia -- funds knowingly and eagerly provided by defendants -- rendering Adelphia bankrupt and insolvent.

3. The Rigas Family's scheme could not have succeeded without Defendants' assistance. Certain of the Defendants -- the Co-Borrowing Lenders, including the Agent Banks and the other lenders that participated in the Co-Borrowing Facilities -- funded the fraud by extending undisclosed senior loans to the Rigas Family secured by Adelphia's assets. Other Defendants -- the Investment Banks, each of which was affiliated with a Co-Borrowing Lender -- structured and syndicated the senior loans that were funded by their affiliated Agent Banks and conducted a series of equity and debt offerings that served to both conceal the pervasive fraud and protect the interests of the Co-Borrowing Lenders.

¹ Capitalized terms not defined in the Summary of Action are defined *infra*.

4. The Rigas Family's principal tools in their fraudulent scheme, and their primary source of ill-gotten gains from that scheme, were the syndicated loans known as "Co-Borrowing Facilities." The structure of those facilities was unprecedented for a major public company such as Adelphia: each "co-borrower" on a loan facility -- whether an indirect Adelphia subsidiary or an unaffiliated entity privately owned by the Rigas Family -- could borrow the entire amount of the facility (in the aggregate, up to approximately \$5.6 billion) without regard to that co-borrower's ability to repay and with all other co-borrowers being jointly and severally liable to repay the loans.

5. The Rigas Family, the Agent Banks, and the Investment Banks created a borrowing structure that failed to hold the respective co-borrowers accountable based on appropriate borrowing capacity, actual borrowings and their balance sheets. No attempt was made to recognize -- much less respect -- the corporate separateness and disparate financial resources of the publicly owned Adelphia entities and the privately owned Rigas Family entities. Instead, the Rigas Family, the Agent Banks, and the Investment Banks structured the Co-Borrowing Facilities knowing that entities privately owned by the Rigas Family were entitled to draw -- and in fact did draw -- billions of dollars under the Co-Borrowing Facilities for the Rigas Family's personal benefit; that such entities owned a disproportionately small amount of the assets from which the Co-Borrowing Lenders could realistically expect repayment; and that such entities in fact would not be able to repay their borrowings, but instead would saddle Adelphia with a massive bill for loans that Adelphia did not utilize and from which Adelphia received no benefit. The Agent Banks and their affiliated Investment Banks induced Adelphia to structure the Co-Borrowing Facilities in a manner that placed their loans to Adelphia to entities that were senior in priority to other Adelphia entities that were borrowing under other facilities so as to

ensure priority of payment and in an effort to obtain protection from potential remedies in bankruptcy.

6. The primary purpose and the plain effect of each of the Co-Borrowing Facilities at issue in this action was to use Adelphia's assets to give the Rigas Family access to billions of dollars that only Adelphia would have the wherewithal to repay, and to ensure that the Rigas Family would continue to manage Adelphia. The very structure of the Co-Borrowing Facilities - a structure that the Agent Banks and Investment Banks created and approved -- provided the principal means by which the Rigas Family's looting could and did occur. Moreover, the Co-Borrowing Lenders and the Investment Banks actually knew or consciously avoided the fact that the looting occurred as soon as the Co-Borrowing Facilities closed and that it continued thereafter by the Rigas Family's ongoing abuses of those Co-Borrowing Facilities.

7. The Agent Banks, Investment Banks, and Co-Borrowing Lenders knew that the Rigas Family used the proceeds of the Co-Borrowing Facilities and other loans made available to the Rigas Family to enrich themselves at Adelphia's expense and to maintain management control of Adelphia. The Rigas Family used the Co-Borrowing Lenders' funds and funds from Non-Co-Borrowing Facilities to, among other things:

- acquire nearly \$2 billion of securities issued by ACC and underwritten by certain of the Defendant Investment Banks;
- make payments of as much as \$351 million on margin accounts and margin loans owed by Highland Communications, an entity wholly owned by the Rigas Family, to certain of the Defendants' private banking or brokerage affiliates;
- acquire more than \$700 million in cable television systems for the Rigas Family's private account;

- fund expenses, purchase loans, and pay principal and interest on loans related to Niagara Frontier Hockey, L.P., a Rigas Family controlled limited partnership that owned the Buffalo Sabres professional hockey team;
- construct a golf course on land owned by the Rigas Family; and
- cause Adelphia to enter into fraudulent transactions with certain Rigas Family-owned businesses.

These transactions did not benefit Adelphia. To the contrary, the Rigas Family designed these transactions to fraudulently secrete assets from Adelphia to the Rigas Family's personal interests.

8. Thus, these Co-Borrowing Facilities and the attendant transactions that were at the heart of the Rigas Family's fraud provided Adelphia with absolutely no benefit. Certain specific transactions financed through the Co-Borrowing Facilities caused specific and demonstrable injury to Adelphia, and the entire structure, implementation, and use of the Co-Borrowing Facilities was devastating to Adelphia's business and financial condition. The Co-Borrowing Facilities facilitated the Rigas Family's fraud, concealed their corporate looting, and enhanced the ability of defendants to recover payment on their loans. Any loan proceeds that Adelphia received under these Co-Borrowing Facilities only served to mask the looting and to give the false appearance of financial strength. Those facilities imposed hidden financial obligations on Adelphia and masked the ongoing fraud such that they caused fatal harm to Adelphia and ultimately led to Adelphia's bankruptcy and liquidation.

9. Each of the Agent Banks, Investment Banks, and Co-Borrowing Lenders actually knew or consciously avoided the fact that the Rigas Family was using the Co-Borrowing Facilities to defraud Adelphia. Since well before the closing of the Co-Borrowing Facilities until shortly before Adelphia's bankruptcy filings, many of the Defendants provided significant underwriting, investment banking, advisory and other financial services to Adelphia and the

Rigas Family. As a result of their extensive relationship with Adelphia and the Rigas Family, these Defendants obtained confidential information concerning the financial affairs of Adelphia and the Rigas Family. In addition, before each of the Co-Borrowing Facilities closed, the Rigas Family disclosed to the Co-Borrowing Lenders and the Investment Banks that hundreds of millions of dollars of the loan proceeds would be used to fund personal expenses and investments of the Rigas Family. These Defendants knew, or consciously chose to disregard, the intended and actual fraudulent uses of the Co-Borrowing Facilities.

10. The Agent Banks also knew or consciously avoided the fact that the Rigas Family intentionally misrepresented the structure, purposes, and uses of the Co-Borrowing Facilities to the Independent Directors on Adelphia's board of directors. Indeed, the Agent Banks and their affiliated Investment Banks affirmatively assisted the Rigas Family in misleading the Independent Directors. The Agent Banks and their affiliated Investment Banks drafted term sheets for approval by the Independent Directors which omitted and misrepresented material information regarding the Co-Borrowing Facilities. Then, after the Independent Directors approved the transactions, the Agent Banks and their affiliated Investment Banks prepared and disseminated offering materials to potential lenders under the Co-Borrowing Facilities that disclosed to the potential lenders the improper structure and purposes of the facilities and the Rigas Family's improper uses of them, which had intentionally been concealed from the Independent Directors.

11. Worse still, the Co-Borrowing Lenders lent Adelphia billions of dollars with knowledge or reckless disregard or conscious avoidance of the fact that the Rigas Family was causing Adelphia to fraudulently conceal from the public and other creditors up to \$3.4 billion of

their balance sheet liabilities under the Co-Borrowing Facilities. Indeed, while each of the Agent Banks, Investment Banks, and Co-Borrowing Lenders had access to non-public information that disclosed the actual amount of Adelphia's liabilities under the Co-Borrowing Facilities and other bank debt, the Investment Banks induced other creditors to lend Adelphia billions of dollars based on fraudulent financial statements that grossly understated such obligations. None of these financial statements disclosed the true amount of debt that had been drawn by the Rigas Family (but for which Adelphia was fully liable) under the Co-Borrowing Facilities. Despite their knowledge of the fraudulent structure of the Co-Borrowing Facilities and the Rigas Family's fraudulent conduct against Adelphia, the Co-Borrowing Lenders approved each of the Co-Borrowing Facilities and continued to authorize extensions of credit thereunder.

12. The Agent Banks' *quid pro quo* for funding the Co-Borrowing Facilities was the Rigas Family's promise of lucrative underwriting and other fees to the Investment Banks (each an affiliate of an Agent Bank). So great was their desire to obtain these investment banking fees, several of the Agent Banks violated their own commercial lending policies by extending credit in amounts far exceeding institutional exposure limits and by funding the facilities despite Adelphia's massive debt load, which far exceeded that of its competitors, with the understanding that Adelphia would also give them investment banking business. Aware of obvious red flags, many of the Agent Banks merely rubber-stamped the Co-Borrowing Facilities so that their affiliated Investment Banks could earn hundreds of millions of dollars in fees.

13. Defendants BofA, SSB, and Deutsche Bank had other self-interested reasons for approving the Co-Borrowing Facilities. These banks or their affiliates had advanced members of the Rigas Family hundreds of millions of dollars of personal margin loans secured by ACC

stock. By approving the Co-Borrowing Facilities and draws thereunder, these Margin Lenders knew that the Rigas Family would be able to repay the margin loans with funds obtained from the Co-Borrowing Facilities. When ACC's stock plummeted -- after the public disclosure of the fraud in March 2002 -- the Co-Borrowing Lenders continued to fund the Co-Borrowing Facilities despite (or, in some cases, because of) their knowledge that the proceeds would be used to repay margin calls that the Rigas Family owed to these very same banks and their affiliates at the expense of other creditors. Just like the fraudulent uses of the Co-Borrowing Facilities, each of these margin loan payments was made with the intent to defraud creditors, who received no consideration from these transfers.

14. Adelphia used a central cash management system that, as Defendants were well aware, was a vehicle for the Rigas Family to commingle Adelphia's funds with those of unaffiliated entities owned entirely by the Rigas Family, and ultimately to misappropriate those funds. At least as early as May 1999, the date on which the first of the relevant Co-Borrowing Facilities closed, Defendants knew or consciously avoided the fact that the Rigas Family misappropriated a significant portion of the proceeds of other bank loans, including the Non-Co-Borrowing Facilities, for the personal use of the Rigas Family and their privately owned entities. The Non-Co-Borrowing Lenders -- many of whom also were Co-Borrowing Lenders -- also approved draws directly from Non-Co-Borrowing Facilities to the Rigas Family that the Non-Co-Borrowing Lenders knew did not benefit Adelphia. Several of these loans, although made to Adelphia, were earmarked for the immediate transfer to bank lenders to Rigas Family entities in satisfaction of those entities' private obligations to those lenders.

15. The Agent Banks and Investment Banks saw the Rigas Family's ability to turn the Adelphia entities into enormous consumers of financial services for the Rigas Family's benefit and aggressively sought to exploit the Rigas Family's needs for their personal gain. These defendants provided extensive advisory services to Adelphia and injected themselves into a position of confidence and trust wherein they offered counsel on numerous business and financial issues. These same Defendants, once having assumed fiduciary duties to Adelphia, almost immediately proceeded to breach those duties by, among other things, facilitating and assisting the Rigas Family's misuse of Adelphia's credit facilities, which inevitably led to Adelphia's bankruptcy and insolvency.

16. Adelphia's Chapter 11 bankruptcy filings resulted from the massive fraud of the Rigas Family with respect to Adelphia's credit facilities. All of the funds drawn on Adelphia's credit facilities were deposited and co-mingled into Adelphia's cash management system. All of the interest and principal that was paid under the Co-Borrowing Facilities was paid by Adelphia Cablevision LLC (known as the "Bank of Adelphia"), which was deeply insolvent at all times. Following consummation of Adelphia's plan of reorganization in February 2007, Adelphia's unsecured creditors are still faced with billions of dollars of claims that have not been and cannot be fully repaid by Adelphia. In stark contrast, parties that substantially assisted the Rigas Family's fraud and breaches of fiduciary duty, the Co-Borrowing Lenders and other Defendants, seek to be repaid in full out of the proceeds of Adelphia's bankruptcy proceedings and Plan of Reorganization. This fundamental injustice must be redressed.

17. Pursuant to the Plan of Reorganization, Adelphia paid the claims of each of the defendants in full, with interest, subject to disgorgement in whole or in part to the extent that this

litigation results in an order, judgment, or settlement providing for a full or partial waiver, subordination, or disallowance of such defendant's claim. Accordingly, by this action, the Adelpia Recovery Trust seeks, among other things, to: (i) recover as fraudulent transfers the principal and interest paid by Adelpia on the Co-Borrowing Facilities, (ii) avoid as fraudulent obligations Adelpia's obligations, if any, to repay under the Co-Borrowing Facilities and other loans made by Defendants, (iii) recover damages for breaches of fiduciary duties to Adelpia and for aiding and abetting fraud and breaches of fiduciary duties by the Rigas Family, (iv) equitably subordinate, disallow or recharacterize each of the Co-Borrowing Lenders' claims in Adelpia's bankruptcy proceedings, (v) avoid and recover certain fraudulent and preferential transfers made to certain of the Defendants, (vi) recover damages for violations of the Bank Holding Company Act, (vii) recover damages from SSB for negligence in connection with an ACC securities offering, (viii) recover damages from the Investment Banks for fraudulent concealment, and (ix) recover damages from the Agent Banks and the Investment Banks for fraud.

JURISDICTION AND VENUE

18. This Court's jurisdiction is founded upon sections 157 and 1334 of title 28 of the United States Code, in that this proceeding arises under title 11 of the United States Code (the "Bankruptcy Code"), or arises in or is related to the above-captioned jointly administered chapter 11 cases under the Bankruptcy Code, which are pending in the United States Bankruptcy Court for the Southern District of New York.

19. This civil proceeding is a core proceeding under sections 157(b)(2)(A), (B), (C), (D), (H), (K) and (O) of title 28 of the United States Code.

20. Venue in this Court is appropriate under section 1409(a) of title 28 of the United States Code.

21. The Adelpia Recovery Trust brings this action pursuant to the authority granted in (i) the Stipulation and Order Authorizing the Creditors Committee to Prosecute Claims and Causes of Action against the Pre-Petition Agents and Pre-Petition Secured Lenders, dated July 2, 2003 (the "Authorization Stipulation"); (ii) the Stipulation and Consent Order, dated October 9, 2002 (as subsequently amended and restated), among plaintiffs, certain of the Agent Banks, certain of the Investment Banks and others, as modified by the Stipulation and Consent Order Modifying Final Order (I) Authorizing Debtors (A) to Obtain Post-Petition Financing and (B) to Utilize Cash Collateral and (II) Granting Adequate Protection to Pre-Petition Secured Parties, dated December 30, 2002; (iii) the Decision on Motions by Creditors' Committee and Equity Committee to Prosecute Claims on behalf of Debtors' Estates (In re Adelpia Comm. Corp., 330 B.R. 364 (S.D.N.Y. 2005); and (iv) the Bankruptcy Court's Order Confirming the Plan of Reorganization.

THE PARTIES AND OTHER KEY PARTICIPANTS

22. The Adelpia Recovery Trust is a liquidating trust created under the Adelpia Plan of Reorganization to, among other things, pursue Adelpia's causes of action against defendants.

23. ACC was the debtor in Case No. 02-41729 (REG), which commenced on June 25, 2002 (the "Petition Date"). ACC was a corporation organized under the laws of the State of Delaware, with its principal place of business on the Petition Date located in the Commonwealth of Pennsylvania. The remaining debtors were the two hundred sixty-five direct and indirect

subsidiaries of ACC, organized under the laws of various states, which were debtors in Case Nos. 02-12834 (REG), 02-41730 (REG) through 02-41957 (REG), 05-44167 (REG), 05-44168 (REG), 05-44170 (REG) through 05-44172 (REG), 05-44174 (REG), 05-44178 (REG), 05-44190 (REG), 05-44192 (REG) through 05-44193 (REG), 05-44195 (REG) through 05-44198 (REG), 05-44200 (REG), 05-60107 (REG), and 06-10622 (REG) through 06-10642 (REG). In addition to ACC, the Adelphia Debtors included: ACC Cable Communications FL-VA, LLC, ACC Cable Holdings VA, Inc., ACC Holdings II, LLC, ACC Investment Holdings, Inc., ACC Operations, Inc., ACC Telecommunications Holdings LLC, ACC Telecommunications LLC, ACC Telecommunications of Virginia LLC, ACC-AMN Holdings, LLC, Adelphia Acquisition Subsidiary, Inc., Adelphia Arizona, Inc., Adelphia Blairsville, LLC, Adelphia Cable Partners, LP, Adelphia Cablevision Associates, LP, Adelphia Cablevision Corp., Adelphia Cablevision of Boca Raton, LLC, Adelphia Cablevision of Fontana, LLC, Adelphia Cablevision of Inland Empire, LLC, Adelphia Cablevision of New York, Inc., Adelphia Cablevision of Newport Beach, LLC, Adelphia Cablevision of Orange County II, LLC, Adelphia Cablevision of Orange County, LLC, Adelphia Cablevision of San Bernardino, LLC, Adelphia Cablevision of Santa Ana, LLC, Adelphia Cablevision of Seal Beach, LLC, Adelphia Cablevision of Simi Valley, LLC, Adelphia Cablevision of the Kennebunks, LLC, Adelphia Cablevision of West Palm Beach III, LLC, Adelphia Cablevision of West Palm Beach IV, LLC, Adelphia Cablevision of West Palm Beach V, LLC, Adelphia Cablevision, LLC, Adelphia California Cablevision, LLC, Adelphia Central Pennsylvania, LLC, Adelphia Cleveland, LLC, Adelphia Communications International, Inc., Adelphia Communications of California II, LLC, Adelphia Communications of California III, LLC, Adelphia Communications of California, LLC, Adelphia Company of Western Connecticut, Adelphia General Holdings III, Inc., Adelphia GP Holdings, LLC,

Adelphia GS Cable, LLC, Adelphia Harbor Center Holdings, LLC, Adelphia Holdings 2001, LLC, Adelphia International II, LLC, Adelphia International III, LLC, Adelphia Mobile Phones, Inc., Adelphia of the Midwest, Inc., Adelphia Pinellas County, LLC, Adelphia Prestige Cablevision, LLC, Adelphia Telecommunications of Florida, Inc., Adelphia Telecommunications, Inc., Adelphia Wellsville, LLC, Adelphia Western New York Holdings, LLC, Arahova Communications, Inc., Arahova Holdings, LLC, Badger Holding Corporation, Better TV, Inc. of Bennington, Blacksburg/Salem Cablevision, Inc., Brazas Communications, Inc., Buenavision Telecommunications, Inc., Cable Sentry Corporation, California Ad Sales, LLC, CCC-III, Inc., CCC-Indiana, Inc., CCH Indiana, LP, CDA Cable, Inc., Century Advertising, Inc., Century Alabama Corp., Century Alabama Holding Corp., Century Australia Communications Corp., Century Berkshire Cable Corp., Century Cable Holding Corp., Century Cable Holdings, LLC, Century Cable Management Corporation, Century Cable of Southern California, Century Cablevision Holdings, LLC, Century Carolina Corp., Century Colorado Springs Corp., Century Colorado Springs Partnership, Century Cullman Corp., Century Enterprise Cable Corp., Century Exchange, LLC, Century Federal, Inc., Century Granite Cable Television Corp., Century Huntington Company, Century Indiana Corp., Century Investment Holding Corp., Century Investors, Inc., Century Island Associates, Inc., Century Island Cable Television Corp., Century Kansas Cable Television Corp., Century Lykens Cable Corp., Century Mendocino Cable Television Inc., Century Mississippi Corp., Century Mountain Corp., Century New Mexico Cable Television, Century Norwich Corp., Century Ohio Cable Television Corp., Century Oregon Cable Corp., Century Pacific Cable TV Inc., Century Programming, Inc., Century Realty Corp., Century Shasta Cable Television Corp., Century Southwest Colorado Cable Television Corp., Century Telecommunications, Inc., Century Trinidad Cable Television

Corp., Century Virginia Corp., Century Voice and Data Communications, Inc., Century Warrick Cable Corp., Century Washington Cable Television, Inc., Century Wyoming Cable Television Corp., Century-TCI California Communications, LP, Century-TCI California, LP, Century-TCI Holdings, LLC, Chelsea Communications, Inc., Chelsea Communications, LLC, Chestnut Street Services, LLC, Clear Cablevision, Inc., CMA Cablevision Associates VII, LP, CMA Cablevision Associates XI, LP, Coral Security, Inc., Cowditz Cablevision, Inc., CP-MDU I LLC, CP-MDU II LLC, E. & E. Cable Service, Inc., Eastern Virginia Cablevision Holdings, LLC, Eastern Virginia Cablevision, LP, Empire Sports Network, LP, FAE Cable Management Corporation, FOP Indiana, LP, FrontierVision Access Partners, LLC, FrontierVision Cable New England, Inc., FrontierVision Capital Corporation, FrontierVision Holdings Capital Corporation, FrontierVision Holdings Capital II Corporation, FrontierVision Holdings, LLC, FrontierVision Holdings, LP, FrontierVision Operating Partners, LLC, FrontierVision Operating Partners, LP, FrontierVision Partners, LP, Ft. Myers Acquisition Limited Partnership, Ft. Myers Cablevision, LLC, Genesis Cable Communications Subsidiary LLC, Global Acquisition Partners, LP, Global Cablevision II, LLC, Grafton Cable Company, GS Cable, LLC, GS Telecommunications LLC, Harron Cablevision of New Hampshire, Inc., Huntington CATV, Inc., Imperial Valley Cablevision, Inc., Kalamazoo County Cablevision, Inc., Key Biscayne Cablevision, Kootenai Cable, Inc., Lake Champlain Cable Television Corporation, Leadership Acquisition Limited Partnership, Louisa Cablevision, Inc., Manchester Cablevision, Inc., Martha's Vineyard Cablevision, LP, Mercury Communications, Inc., Mickelson Media of Florida, Inc., Mickelson Media, Inc., Montgomery Cablevision, Inc., Monument Colorado Cablevision, Inc., Mountain Cable Communications Corporation, Mountain Cable Company, LP, Mt. Lebanon Cablevision, Inc., Multi-Channel TV Cable Company, National Cable Acquisition Associates, LP, Olympus

Cable Holdings, LLC, Olympus Capital Corporation, Olympus Communications Holdings, LLC,
 Olympus Communications, LP, Olympus Subsidiary, LLC, Owensboro Indiana, LP, Owensboro
 on the Air, Inc., Owensboro-Brunswick, Inc., Page Time, Inc., Palm Beach Group Cable Joint
 Venture, Palm Beach Group Cable, Inc., Paragon Cable Television, Inc., Paragon Cablevision
 Construction Corporation, Paragon Cablevision Management Corporation, Parnassos
 Communications, LP, Parnassos Holdings, LLC, Parnassos, LP, Pericles Communications
 Corporation, Pullman TV Cable Co., Inc., RentaVision of Brunswick, Inc., Richmond Cable
 Television Corporation, Rigpal Communications, Inc., Robinson/Plum Cablevision, LP, S/T
 Cable Corporation, Sabres, Inc., Scranton Cablevision, Inc., Sentinel Communications of
 Muncie, Indiana, Inc., Southeast Florida Cable, Inc., Southwest Colorado Cable, Inc., Southwest
 Virginia Cable, Inc., Star Cable Inc., Starpoint Limited Partnership, SVHH Cable Acquisition,
 LP, SVHH Holdings, LLC, Tele-Media Company of Hopewell-Prince George, Tele-Media
 Company of Tri-States, LP, Tele-Media Investment Partnership, LP, Telesat Acquisition Limited
 Partnership, Telesat Acquisition, LLC, The Golf Club at Wending Creek Farms, LLC, The Main
 InternetWorks, Inc., The Westover TV Cable Co. Incorporated, Three Rivers Cable Associates,
 LP, Timotheos Communications LP, TMC Holdings Corporation, TMC Holdings, LLC, Tri-
 States, LLC, UCA LLC, Upper St. Clair Cablevision, Inc., US Tele-Media Investment Company,
 Valley Video, Inc., Van Buren County Cablevision, Inc., Warrick Cablevision, Inc., Warrick
 Indiana, LP, Wellsville Cablevision, LLC, West Boca Acquisition Limited Partnership, Western
 NY Cablevision, LP, Westview Security, Inc., Wilderness Cable Company, Young's Cable TV
 Corp., Yuma Cablevision, Inc., ACC Properties I, LLC, ACC Properties 103, LLC, ACC
 Properties 105, LLC, ACC Properties 109, LLC, ACC Properties 121, LLC, ACC Properties
 122, LLC, ACC Properties 123, LLC, ACC Properties 130, LLC, ACC Properties 146, LLC,

ACC Properties 154, LLC, ACC Properties 156, LLC, ACC Properties Holdings, LLC, Adelphia Cablevision Associates of Radnor, L.P., Adelphia Cablevision of West Palm Beach, LLC; Adelphia Cablevision of West Palm Beach II, LLC, Cablevision Business Services, Inc., Century MCE, LLC, Desert Hot Springs Cablevision, Inc., Henderson Community Antenna Television, Inc., Highland Carlsbad Cablevision, Inc., Highland Carlsbad Operating Subsidiary, Inc., Highland Prestige Georgia, Inc., Highland Video Associates, L.P., Hilton Head Communications, L.P., Ionian Communications, L.P., Montgomery Cablevision Associates, L.P., OFE I, LLC, OFE II, LLC, Olympus MCE I, LLC, Olympus MCE II, LLC, Prestige Communications, Inc., UCA MCE I, LLC, UCA MCE II, LLC, Century-TCI Distribution Company, LLC, Parnassos Distribution Company I, LLC and Parnassos Distribution Company II, LLC.

The Agent Banks And The Investment Banks

24. As more fully set forth below, various banks provided services and advice to Adelphia in structuring, arranging, and managing the Co-Borrowing Facilities. These banks played a variety of roles, including Administrative Agents that acted as lead banks in arranging, structuring, and syndicating the loans, and various Syndication Agents, Documentation Agents, Managing Agents, Arranging Agents, and Joint Book Runners or Managers, all of which participated in arranging, structuring, syndicating, and managing the loans. BofA, BMO, Wachovia, Citibank, Citicorp, ABN AMRO, BONY, BNS, Barclays, CIBC, Chase, Credit Lyonnais, CSFB, Deutsche Bank, DLJ, Fleet, Merrill Lynch, Morgan Stanley, PNC Bank, Royal Bank of Scotland, Société Générale, SunTrust, TDI, Fuji Bank, Mitsubishi Trust, and Rabobank

(as defined in the following paragraphs) acted in these roles under one or more of the Co-Borrowing Facilities and are collectively referred to herein as the "Agent Banks."

25. In addition, a variety of investment banking entities, each of which was affiliated with one of the Agent Banks, assisted their affiliated Agent Banks and the Rigas Family in structuring the Co-Borrowing Facilities and provided services and advice to Adelphia in connection with a series of debt and equity offerings issued during the same time period that the Co-Borrowing Facilities were created. As more fully described below, these offerings were not only a highly lucrative source of fees for the Agent Banks and the Investment Banks, they provided a critical cushion of debt and equity that was subordinate to the Co-Borrowing Facilities and thereby provided additional protection to the defendants and their ability to receive payment on their senior loans. BAS, BMO NB, Wachovia Securities, SSB, ABN AMRO Securities, BNY Capital Markets, Scotia Capital, Barclays Capital, CIBC Securities, Chase Securities, Credit Lyonnais Securities, CSFB Securities, Deutsche Bank Securities, DLJ Securities, Fleet Securities, Merrill Lynch Securities, Morgan Stanley Securities, PNC Capital Markets, Royal Bank of Scotland, SG Cowen, SunTrust Securities, and TD Securities (as defined in the following paragraphs) are collectively referred to herein as the "Investment Banks."

26. Upon information and belief, Bank of America, N.A. ("BofA") is a national banking association acting out of its branch office located in the State of Texas. BofA is being sued individually and as agent for various banks currently or formerly parties to credit agreements described herein.

27. Upon information and belief, Banc of America Securities LLC ("BAS") is a limited liability company organized under the laws of the State of Delaware, with its principal

place of business located in the State of North Carolina. Upon information and belief, BAS is an investment bank that is affiliated, and under common ownership and control, with BofA.

28. Upon information and belief, Bank of Montreal ("BMO") is a banking association organized under the laws of Canada, acting out of its branch office located in the State of Illinois. BMO is being sued individually and as agent for various banks currently or formerly parties to credit agreements described herein.

29. Upon information and belief, BMO Capital Markets Corp. (f/k/a BMO Nesbitt Burns Corp.) ("BMO NB") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of Illinois. Upon information and belief, BMO NB is an investment bank that is affiliated, and under common ownership and control, with BMO.

30. Upon information and belief, Wachovia Bank, National Association (f/k/a First Union National Bank) ("Wachovia") is a national banking association acting out of its branch office located in the State of Illinois. Wachovia is being sued individually and as agent for various banks currently or formerly parties to credit agreements described herein.

31. Upon information and belief, Wachovia Capital Markets, LLC (f/k/a First Union Securities, Inc.) ("Wachovia Securities") is a corporation organized under the laws of the State of North Carolina, with its principal place of business located in the State of North Carolina. Upon information and belief, Wachovia Securities is an investment bank that is affiliated, and under common ownership and control, with Wachovia.

32. Upon information and belief, Citibank, N.A. ("Citibank") is a national banking association that acts out of offices located, among other places, in the State of New York and the State of Delaware. Citibank is being sued individually and as agent for various banks currently or formerly parties to credit agreements described herein.

33. Upon information and belief, Citicorp USA, Inc. ("Citicorp") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. Citicorp is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

34. Upon information and belief, Citigroup Financial Products, Inc. (f/k/a Salomon Brothers Holding Company, Inc.) ("SBHC") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York.

35. Upon information and belief, Citigroup Global Markets Holdings, Inc. (f/k/a Salomon Smith Barney Holdings, Inc.), d/b/a Salomon Smith Barney, Inc. ("SSB"), is a corporation organized under the laws of the State of New York, with its principal place of business located in the State of New York. Upon information and belief, SSB is an investment bank that is affiliated, and under common ownership and control, with Citibank, Citicorp and SBHC.

36. Upon information and belief, ABN AMRO Bank, N.V. ("ABN AMRO") is a banking association organized under the laws of the Netherlands, acting out of its branch office located in the State of Illinois. ABN AMRO is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

37. Upon information and belief, ABN AMRO Inc. ("ABN AMRO Securities") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. Upon information and belief, ABN AMRO Securities is an investment bank that is affiliated, and under common ownership and control, with ABN AMRO.

38. Upon information and belief, The Bank Of New York ("BONY") is a national banking association acting out of its branch office located in the State of New York. BONY is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

39. Upon information and belief, BNY Capital Markets Inc. ("BNY Capital") is a corporation organized under the laws of the State of New York, with its principal place of business located in the State of New York. Upon information and belief, BNY Capital is an investment bank that is affiliated, and under common ownership and control, with BONY.

40. Upon information and belief, The Bank of Nova Scotia ("BNS") is a banking association organized under the laws of Nova Scotia, acting out of its branch office located in the State of New York. BNS is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

41. Upon information and belief, Scotia Capital (USA), Inc. ("Scotia Capital") is a corporation organized under the laws of the State of New York, with its principal place of business located in the State of New York. Upon information and belief, Scotia Capital is an investment bank that is affiliated, and under common ownership and control, with BNS.

42. Upon information and belief, Barclays Bank PLC ("Barclays") is a banking association under the laws of the United Kingdom, acting out of its branch office located in the State of New York. Barclays is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

43. Upon information and belief, Barclays Capital, Inc. ("Barclays Capital") is a corporation organized under the laws of the State of Connecticut, with its principal place of business located in the State of New York. Upon information and belief, Barclays Capital is an investment bank that is affiliated, and under common ownership and control, with Barclays.

44. Upon information and belief, CIBC, Inc. ("CIBC") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. CIBC is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

45. Upon information and belief, CIBC World Markets Corp. ("CIBC Securities") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. Upon information and belief, CIBC Securities is an investment bank that is affiliated, and under common ownership and control, with CIBC.

46. Upon information and belief, JP Morgan Chase, N.A. (f/k/a Chase Manhattan Bank, N.A.) ("Chase") is a national banking association acting out of its branch office located in the State of New York. Chase is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

47. Upon information and belief, JPMorgan Securities, Inc. (f/k/a Chase Securities, Inc.) ("Chase Securities") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. Upon information and belief, Chase Securities is an investment bank that is affiliated, and under common ownership and control, with Chase.

48. Upon information and belief, Calyon New York Branch (f/k/a Credit Lyonnais, New York Branch) ("Credit Lyonnais") is a banking association organized under the laws of France, acting out of its branch of in the State of New York. Credit Lyonnais is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

49. Upon information and belief, Calyon Securities (USA), Inc. (f/k/a Credit Lyonnais Securities (USA), Inc.) ("Credit Lyonnais Securities") is a corporation organized under the laws of the State of New York, with its principal place of business located in the State of New York. Upon information and belief, Credit Lyonnais Securities is an investment bank that is affiliated, and under common ownership and control, with Credit Lyonnais.

50. Upon information and belief, Credit Suisse, New York Branch (f/k/a Credit Suisse First Boston, New York Branch) ("CSFB") is a banking association organized under the laws of Switzerland, acting out of its branch office located in the State of New York. CSFB is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

51. Upon information and belief, Credit Suisse Securities (USA) LLC (f/k/a Credit Suisse First Boston Corporation) ("CSFB Securities") is a corporation organized under the laws

of the State of Delaware, with its principal place of business located in the State of New York. Upon information and belief, CSFB Securities is an investment bank that is affiliated, and under common ownership and control, with CSFB.

52. Upon information and belief, Deutsche Bank Trust Company Americas (f/k/a Bankers Trust Company) ("Deutsche Bank") is a banking association organized under the laws of Germany, acting out of its branch office located in the State of New York. Deutsche Bank is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

53. Upon information and belief, Deutsche Bank Securities, Inc. (f/k/a Deutsche Banc Alex. Brown, Inc., f/k/a BT Alex Brown, Inc.) ("Deutsche Bank Securities") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. Upon information and belief, Deutsche Bank Securities is an investment bank that is affiliated, and under common ownership and control, with Deutsche Bank.

54. Upon information and belief, Credit Suisse Capital Funding, Inc. (f/k/a DLJ Capital Funding, Inc.) ("DLJ") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. DLJ is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

55. Upon information and belief, Credit Suisse Securities (USA) LLC (f/k/a Donaldson Lufkin & Jenrette Securities Corporation) ("DLJ Securities") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in

the State of New York. Upon information and belief, DLJ Securities is an investment bank that is affiliated, and under common ownership and control, with DLJ.

56. Upon information and belief, Bank of America, N.A. is the successor in interest to Fleet National Bank ("Fleet"), which was a national banking association acting out of its branch office located in the Commonwealth of Massachusetts. BofA is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

57. Upon information and belief, Bank of America Securities LLC is the successor in interest to Fleet Securities, Inc. ("Fleet Securities"), which was a corporation organized under the laws of the State of New York, with its principal place of business located in the State of New York. Upon information and belief, Fleet Securities was an investment bank that was affiliated, and under common ownership and control, with Fleet.

58. Upon information and belief, Merrill Lynch Capital Corp. ("Merrill Lynch") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. Merrill Lynch is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

59. Upon information and belief, Merrill Lynch & Co., Inc. ("Merrill Lynch Securities") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. Upon information and belief, Merrill Lynch Securities is an investment bank that is affiliated, and under common ownership and control, with Merrill Lynch.

60. Upon information and belief, Morgan Stanley Senior Funding, Inc. ("Morgan Stanley") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. Morgan Stanley is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

61. Upon information and belief, Morgan Stanley & Co., Inc. ("Morgan Stanley Securities") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. Upon information and belief, Morgan Stanley Securities is an investment bank that is affiliated, and under common ownership and control, with Morgan Stanley.

62. Upon information and belief, PNC Bank, N.A. ("PNC Bank") is a national banking association, acting out of its branch office located in the Commonwealth of Pennsylvania. PNC Bank is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

63. Upon information and belief, PNC Capital Markets LLC (f/k/a PNC Capital Markets, Inc.) ("PNC Capital Markets") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the Commonwealth of Pennsylvania. Upon information and belief, PNC Capital Markets is an investment bank that is affiliated, and under common ownership and control, with PNC.

64. Upon information and belief, The Royal Bank of Scotland, plc ("Royal Bank of Scotland") is a banking association organized under the laws of the United Kingdom, acting out of its branch office located in the State of New York. Royal Bank of Scotland is being sued

individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

65. Upon information and belief, Société Générale, S.A. ("Société Générale") is a banking association organized under the laws of France acting out of its branch office located in the State of New York. Société Générale is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

66. Upon information and belief, Cowen and Company, LLC (f/k/a SG Cowen Securities Corporation) ("SG Cowen") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. Upon information and belief, SG Cowen is an investment bank that is affiliated, and under common ownership and control, with Société Générale.

67. Upon information and belief, SunTrust Bank ("SunTrust") is a national banking association acting out of its branch office located in the State of Georgia. SunTrust is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

68. Upon information and belief, SunTrust Capital Markets, Inc. (f/k/a SunTrust Securities, Inc.) ("SunTrust Securities") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of Georgia. Upon information and belief, SunTrust Securities is an investment bank that is affiliated, and under common ownership and control, with SunTrust.

69. Upon information and belief, Toronto Dominion (Texas), Inc. ("TDI") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of Texas. TDI is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

70. Upon information and belief, TD Securities (USA) LLC ("TD Securities") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. Upon information and belief, TD Securities is an investment bank that is affiliated, and under common ownership and control, with TDI.

71. Upon information and belief, Mizuho Financial Group, Inc. (f/k/a The Fuji Bank, Limited) ("Fuji Bank") is a banking association organized under the laws of Japan, acting out of its branch office located in the State of New York. Fuji Bank is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

72. Upon information and belief, Mitsubishi UFJ Trust and Banking Corporation (f/k/a The Mitsubishi Trust and Banking Corporation) ("Mitsubishi Trust") is a corporation organized under the laws of Japan, acting out of its branch office located in the State of New York. Mitsubishi Trust is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

73. Upon information and belief, Cooperatieve Centrale Raiffeisen-Boerenleenbank B.A., "Rabobank Nederland," New York Branch ("Rabobank") is a banking association organized under the laws of the Netherlands, acting out of its branch office located in the State of New York. Rabobank is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

The Syndicate Banks

74. Each of the Co-Borrowing Facilities was syndicated to a group of banks that agreed to lend Adelphia a portion of the total amount to be funded under those Co-Borrowing Facilities. The parties identified in the following paragraphs 75 through 116 participated as Syndicate Banks in the Co-Borrowing Facilities. Certain of the Syndicate Banks are affiliated with Agent Banks and/or Investment Banks.

75. Upon information and belief, Bayerische Landesbank (f/k/a Bayerische Landesbank Girozentrale) ("BLG") is a banking association organized under the laws of Germany, acting out of its branch office located in the State of New York. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

76. Upon information and belief, Credit Industriel Et Commercial ("Credit Industriel") is a banking association organized under the laws of France, acting out of its branch office in the State of New York. This entity was an original co-borrowing lender under the Olympus Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

77. Upon information and belief, CypressTree Investment Fund, LLC ("CypressTree") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

78. Upon information and belief, Debt Strategies, Inc. ("Merrill Lynch Debt Fund") is a corporation organized under the laws of the State of Maryland, with its principal place of business located in the State of New Jersey. This entity was an original co-borrowing lender under the Olympus Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

79. Upon information and belief, DZ Bank AG Deutsche Zentral-Genossenschaftsbank (f/k/a DG Bank Deutsche Genossenschaftsbank) ("DG Bank") is a banking association organized under the laws of Germany, acting out of its branch office located in the State of New York. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

80. Upon information and belief, Fifth Third Bancorp ("Fifth Third") is a corporation organized under the laws of the State of Ohio, with its principal place of business located in the State of Ohio. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

81. Upon information and belief, First Allmerica Financial Life Insurance Company ("First Allmerica") is a corporation organized under the laws of the State of Maine, with its principal place of business located in the State of Maine. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

82. Upon information and belief, Firstar Bank, N.A. ("Firstar Bank") is a national banking association acting out of its branch office located in the State of Illinois. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

83. Upon information and belief, Foothill Income Trust II, L.P. ("Foothill") is a limited partnership organized under the laws of the State of Delaware, with its principal place of business located in the State of California. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

84. Upon information and belief, Franklin Floating Rate Daily Access Fund, individually and as successor to Franklin Floating Rate Trust's interests in the credit facilities at issue ("Franklin Trust") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of California. This entity was an original co-borrowing lender under the UCA/HHC Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

85. Upon information and belief, Jackson National Life Insurance Company ("Jackson National") is a corporation organized under the laws of the State of Michigan, with its principal place of business located in the State of Michigan. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

86. Upon information and belief, Scudder Floating Rate Fund (f/k/a Kemper Floating Rate Fund) ("Kemper Fund") is an investment company organized under the laws of the

Commonwealth of Massachusetts, with its principal place of business located in the State of Illinois. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

87. Upon information and belief, KZH Cypressree-1 LLC ("KZH Cypressree") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

88. Upon information and belief, KZH III LLC ("KZH III") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

89. Upon information and belief, KZH ING-2 LLC ("KZH ING") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

90. Upon information and belief, KZH Langdale LLC ("KZH Langdale") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. This entity was an original co-borrowing lender

under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

91. Upon information and belief, KZH Pondview LLC ("KZH Pondview") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

92. Upon information and belief, KZH Shoshone LLC ("KZH Shoshone") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

93. Upon information and belief, KZH Waterside LLC ("KZH Waterside") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

94. Upon information and belief, Master Senior Floating Rate Trust ("Merrill Lynch Trust") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New Jersey. This entity was an original co-borrowing lender under the Olympus Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

95. Upon information and belief, Fortis Capital Corp. (f/k/a MeesPierson Capital Corp.) ("MeesPierson") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of Connecticut. This entity was an original co-borrowing lender under the UCA/HHC and CCH Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

96. Upon information and belief, Mellon Bank, N.A. ("Mellon Bank") is a national banking association acting out of its branch office located in the State of Texas. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

97. Upon information and belief, Blackrock Senior Floating Rate Fund, Inc. (f/k/a Merrill Lynch Senior Floating Rate Fund, Inc.) ("Merrill Lynch Floating Rate Fund") is a corporation organized under the laws of the State of Maryland, with its principal place of business located in the State of New Jersey. This entity was an original co-borrowing lender under the Olympus Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

98. [Deleted]

99. Upon information and belief, National City Bank (f/k/a National City Bank of Pennsylvania) ("NCBP") is a national banking association, acting out of its branch office located in the Commonwealth of Pennsylvania. This entity was an original co-borrowing lender under the UCA/HHC and CCH Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

100. Upon information and belief, SunAmerica Senior Floating Rate Fund, Inc. (f/k/a North American Senior Floating Rate Fund, Inc.) ("Cypress Tree Floating Rate Fund") is an investment company organized under the laws of the State of Maryland, with its principal place of business located in the Commonwealth of Massachusetts. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

101. Upon information and belief, Olympic Funding Trust, Series 1999-1 ("Olympic Funding") is an investment company organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

102. Upon information and belief, Oppenheimer Senior Floating Rate Fund ("Oppenheimer") is an investment company organized under the laws of the Commonwealth of Massachusetts, with its principal place of business located in the State of New York. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

103. Upon information and belief, Pinehurst Trading, Inc. ("Pinehurst") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

104. Upon information and belief, Principal Life Insurance Company ("Principal Life") is a corporation organized under the laws of the State of Iowa, with its principal place of business located in the State of Iowa. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelpia on account of that debt.

105. Upon information and belief, Riviera Funding LLC ("Riviera Funding") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the State of North Carolina. This entity was an original co-borrowing lender under the Olympus Co-Borrowing Facility, and upon information and belief received payments from Adelpia on account of that debt.

106. Upon information and belief, Royal Bank of Canada ("Royal Bank of Canada") is a banking association organized under the laws of Canada, acting out of its branch office located in the State of New York. This entity was an original co-borrowing lender under the UCA/HHC Co-Borrowing Facility, and upon information and belief received payments from Adelpia on account of that debt.

107. Upon information and belief, Blackrock Senior High Income Fund, Inc. (f/k/a Senior High Income Portfolio, Inc.) ("Merrill Lynch Portfolio") is a corporation organized under the laws of the State of Maryland, with its principal place of business located in the State of New Jersey. This entity was an original co-borrowing lender under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelpia on account of that debt.

108. Upon information and belief, Stanwich Loan Funding LLC ("Stanwich") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. This entity was an original co-borrowing lender under the Olympus Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

109. Upon information and belief, Highland Floating Rate Limited Liability Company LLC (f/k/a Stein Roe Floating Rate Limited Liability Company) ("Stein Roe") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the Commonwealth of Massachusetts. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

110. Upon information and belief, Sumitomo Mitsui Banking Corporation ("Sumitomo") is a corporation organized under the laws of the Japan, with its principal place of business located in the State of New York. This entity was an original co-borrowing lender under the Olympus Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

111. Upon information and belief, Mizuho Financial Group, Inc. (f/k/a The Dai-ichi Kangyo Bank, Ltd.) ("Dai-ichi Kangyo") is a banking association organized under the laws of Japan, acting out of its branch office located in the State New York. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

112. Upon information and belief, Mizuho Financial Group, Inc. (f/k/a The Industrial Bank of Japan, Limited) ("Industrial Bank of Japan") is a banking association organized under the laws of Japan, acting out of its branch office located in the State of New York. This entity was an original co-borrowing lender under the UCA/HHC and CCH Co-Borrowing Facilities, and upon information and belief received payments from Adelpia on account of that debt.

113. Upon information and belief, The Toronto-Dominion Bank ("Toronto Dominion") is a banking association organized under the laws of Canada, acting out its branch office located in the State of New York. This entity was an original co-borrowing lender under the Olympus Co-Borrowing Facility, and upon information and belief received payments from Adelpia on account of that debt.

114. Upon information and belief, U.S. Bank National Association ("U.S. Bank") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of Nebraska. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelpia on account of that debt.

115. Upon information and belief, UBS AG, Stamford Branch ("UBS") is a banking association organized under the laws of Switzerland, acting out of its branch office located in the State of Connecticut. This entity was an original co-borrowing lender under the Olympus Co-Borrowing Facility, and upon information and belief received payments from Adelpia on account of that debt.

116. Upon information and belief, United of Omaha Life Insurance Company ("United of Omaha") is a corporation organized under the laws of the State of Nebraska, with its principal

place of business located in the State of Nebraska. This entity was an original co-borrowing lender under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelpia on account of that debt.

The Non-Co-Borrowing Banks

117. In addition to the three Co-Borrowing Facilities, certain Adelpia entities were also borrowers under three Non-Co-Borrowing Facilities that were also syndicated to a group of lenders (the "Non-Co-Borrowing Lenders"). Certain of the Agent Banks and Syndicate Banks listed above were also parties to the Non-Co-Borrowing Facilities. The entities identified in the following paragraphs 118 through 145 were parties to the Non-Co-Borrowing Facilities, but were not parties to the Co-Borrowing Facilities (except to the extent they were subsequently acquired by one of the Co-Borrowing Lenders).

118. Upon information and belief, Bank One, N.A. ("Bank One") is a national banking association acting out of its branch office located in the State of New York.

119. Upon information and belief, Fleet National Bank (f/k/a BankBoston, N.A.) ("BankBoston") is a national banking association acting out of its branch office located in the Commonwealth of Massachusetts.

120. Upon information and belief, BNP Paribas (f/k/a Banque Nationale de Paris) ("BNP") is a banking association organized under the laws of France, acting out of its branch office located in the State of New York.

121. Upon information and belief, Bayerische Hypo-und Vereinsbank AG (HVB) ("BHV") is a banking association organized under the laws of Germany, acting out of its branch office located in the State of New York.

122. Upon information and belief, BNP Paribas ("Bank Paribas") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York.

123. Upon information and belief, Citizens Bank of Rhode Island ("CBRI") is a national banking association acting out of its branch office located in the State of Rhode Island.

124. Upon information and belief, Calyon (f/k/a Credit Agricole Indosuez) ("CAI") is a banking association organized under the laws of France, acting out of its branch office located in the State of New York.

125. Upon information and belief, Dexia Credit Local New York Branch (f/k/a Credit Locale de France -- New York Agency) ("Credit Locale") is a banking association organized under the laws of France, acting out of its branch office located in the State of New York.

126. Upon information and belief, Dresdner Bank AG ("Dresdner Bank") is a banking association organized under the laws of Germany, acting out of its branch office located in the State of New York.

127. Upon information and belief, BancWest Corp. (f/k/a First Hawaiian Bank) ("First Hawaiian") is a national banking association acting out of its branch office located in the State of Hawaii.

128. Upon information and belief, Bank One Corp. (f/k/a First National Bank of Chicago) ("FNBC") is a national banking association acting out of its branch office located in the State of Illinois.

129. Upon information and belief, Manufacturers & Traders Trust Company (f/k/a First National Bank of Maryland) ("FNBMD") is a national banking association acting out of its branch office located in the State of Maryland.

130. Upon information and belief, Goldman Sachs Credit Partners, L.P. ("GSLP") is a limited partnership organized under the laws of Bermuda, with its principal place of business located in the State of New York.

131. Upon information and belief, ING Prime Rate Trust (f/k/a Pilgrim America Prime Rate Trust) ("ING Trust") is an investment company organized under the laws of the Commonwealth of Massachusetts, with its principal place of business located in the State of Arizona.

132. Upon information and belief, KZH Holding Corporation III ("KZH Holding") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York.

133. Upon information and belief, Manufacturers & Traders Trust Company ("MTTC") is a national banking association acting out of its branch office located in the State of New York.

134. Upon information and belief, Morgan Guaranty Trust Company ("Morgan Guaranty") is a corporation organized under the laws of the State of New York, with its principal place of business located in the State of New York.

135. Upon information and belief, Octagon Credit Investors Loan Portfolio ("Octagon") is an investment company organized under the laws of the State of New York, with its principal place of business located in the State of New York.

136. Upon information and belief, Transamerica Life Insurance Company (f/k/a PFL Life Insurance Company) ("PFL Life") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of Connecticut.

137. Upon information and belief, Royalton Company ("Royalton") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York.

138. Upon information and belief, Shinsei Bank, Limited (f/k/a The Long-Term Credit Bank of Japan, Ltd.) ("Long-Term Credit") is a banking association organized under the laws of Japan, acting out of its branch office located in the State of New York.

139. Upon information and belief, MetLife Insurance Co. of Connecticut (f/k/a The Travelers Insurance Company) ("Travelers") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of Connecticut.

140. Upon information and belief, Union Bank of California, N.A. ("UBC") is a national banking association acting out of its branch office located in the State of California.

141. Upon information and belief, Van Kampen Senior Loan Fund (f/k/a Van Kampen American Capital Prime Rate Trust) ("Van Kampen Trust") is an investment company organized under the laws of the Commonwealth of Massachusetts, with its principal place of business located in the State of Illinois.

142. Upon information and belief, Webster Bank ("Webster Bank") is a national banking association acting out of its branch office located in the State of Connecticut.

143. Upon information and belief, Goldman Sachs & Co. ("Goldman Sachs") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York.

144. Upon information and belief, HSBC Bank USA ("HSBC") is a national banking association, acting out of its branch office located in the State of New York.

145. Upon information and belief, Key Bank of New York ("Key Bank") is a national banking association, acting out of its branch office located in the State of New York.

The Assignees

146. Each of the Co-Borrowing Facilities allowed an original Co-Borrowing Lender to assign to a third-party Assignee all or part of the Co-Borrowing Lender's interest in and its rights and responsibilities under the Co-Borrowing Facility and the related loan documents. Pursuant to the terms of each of the Co-Borrowing Facilities, such transfer of the Co-Borrowing Lender's interests, rights, and obligations constituted an assignment from such "Assignor" to the "Assignee." "Assignee" and "Assignor" are defined terms in each of the Co-Borrowing Facilities.

147. Each Co-Borrowing Facility contained an exhibit entitled "Form of Assignment and Acceptance Agreement" (the "Assignment and Acceptance Agreement"). The Assignment and Acceptance Agreement provided, among other things, that the Assignee would assume from the Assignor all of the Assignor's rights and obligations under the applicable Co-Borrowing Facility Credit Agreement and, as such, each Assignee would stand in the place and stead of its Assignor. Each Assignee represented and warranted, among other things, that it is an Eligible Assignee (as that term is defined in the Co-Borrowing Facility) and that it "agrees that it will perform in accordance with their terms all of the obligations that by the terms of the [Co-Borrowing Facility] are required to be performed by it as a Lender" (as that term is also defined in the relevant Co-Borrowing Facility).

148. Assignees were required to send the executed Assignment and Acceptance Agreements to the Administrative Agents for the Co-Borrowing Facilities for acceptance and recording. By signing the Assignment and Acceptance Agreement, the Assignee became a party to the relevant Co-Borrowing Facility and was assigned all of the rights and obligations of the original Co-Borrowing Lender.

149. Upon information and belief, each of the Assignees under a Co-Borrowing Facility executed an Assignment and Acceptance Agreement and sent that Assignment and Acceptance Agreement to the Administrative Agent of that Co-Borrowing Facility for acceptance and recording.

150. Upon execution of the Assignment and Acceptance Agreement, each of the Assignees named hereunder accepted all rights and obligations of the Co-Borrowing Lender from which it received the assignment. By accepting all obligations of the Co-Borrowing

Lender, the Assignee accepted the assignment subject to all claims that could be brought against its Assignor Co-Borrowing Lender by Adelphia.

151. Certain of the Assignees are Agent Banks, Investment Banks, or Syndicate Banks, or are affiliated with those defendants and such Assignees had the same actual or constructive knowledge of the Rigas Family's misuse of the Co-Borrowing Facilities as their affiliated entities.

152. In addition, certain Assignees identified below became assignees of an original Co-Borrowing Lender or an intermediate Assignee under the Co-Borrowing Facility after March 27, 2002. By that date, the market was on notice of serious problems and deficiencies in Adelphia's public statements and financial disclosures. By that date, the Rigas Family's improper use of the Co-Borrowing Facilities and the understatement of Adelphia's debt by several billion dollars were public knowledge. Upon information and belief, these Assignees also executed the appropriate Assignment and Acceptance Agreements and sent them to the Administrative Agents for acceptance and recording. By accepting assignment after March 27, 2002, these Assignees were on notice that the assignments were subject to all claims that Adelphia had against the Co-Borrowing Lenders including the right to setoff or apply adequate protection payments against the principal amount of claims against the Assignee to the same extent that Adelphia had recourse against the Assignor.

153. Furthermore, certain of the Assignees identified below became Assignees of a Co-Borrowing Lender under the Co-Borrowing Facility after the Petition Date. On August 23, 2002, the Bankruptcy Court for the Southern District of New York issued an order approving Adelphia's application for debtor in possession financing (the "Final DIP Order") which

provided, among other things, that no lender under any of the three Co-Borrowing Facilities, including any assignee of any Co-Borrowing Lender, shall receive adequate protection payments on the Co-Borrowing Facilities unless and until such party executes an acknowledgement agreeing not to assign any of its co-borrowing loans without notifying the Assignee in writing that the instruments assigned are subject to all claims and defenses, if any, of the Adelphia Debtors' estates including the right to setoff or apply adequate protection payments against the principal amount of claims against the Assignee to the same extent that the Adelphia Debtors' estates had recourse against the Assignor (the "Post-Petition Assignment and Acknowledgement Agreement").

154. Pursuant to the Final DIP Order, each assignment of claims under the Co-Borrowing Facilities was required to include an acknowledgment that the assignor had notified the assignee that the rights under the assignment are subject to all claims and defenses that Adelphia has against the Assignee to the same extent that Adelphia had against the Assignor.

155. Upon information and belief, all of the Assignees identified below that received assignments on or after August 23, 2002, executed the appropriate Post-Petition Assignment and Acknowledgment Agreements. All such Assignees, therefore, accepted the assignment with knowledge that they were accepting the instrument being assigned subject to the claims being asserted against them in this complaint.

156. In each instance, all of the Assignees identified below stepped into the shoes of their assignors. The Assignees identified in the following paragraphs received payments of principal and interest from Adelphia.

157. Upon information and belief, Abbey National Treasury Services PLC is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Connecticut. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

158. Upon information and belief, Addison CDO, Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

159. Upon information and belief, AG Capital Funding Partners, L.P. is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the Olympus Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

160. Upon information and belief, AIM Floating Rate Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-

Borrowing Facilities, and upon information and belief received payments from Adelpia on account of that debt.

161. Upon information and belief, AIMCO CLO Series, 2000-A is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Illinois. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelpia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelpia on account of that debt.

162. Upon information and belief, AIMCO CLO Series, 2001-A is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelpia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelpia on account of that debt.

163. [Deleted]

164. Upon information and belief, Allstate Life Insurance Co. is an insurance company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Illinois. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelpia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelpia on account of that debt.

165. Upon information and belief, Alpha US Sub Fund II, LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. Upon information and belief, this entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, and received payments from Adelphia on account of that debt.

166. Upon information and belief, Amaranth Fund, L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Connecticut. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

167. Upon information and belief, AMMC CDO I, Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Ohio. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

168. Upon information and belief, AMMC CDO II, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Ohio. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

169. Upon information and belief, Apex (IDM) CDO I, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

170. Upon information and belief, Apex (Trimaran) CDO I, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

171. Upon information and belief, Archimedes Funding II, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

172. Upon information and belief, Archimedes Funding III, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH

and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

173. [Deleted]

174. [Deleted]

175. [Deleted]

176. Upon information and belief, Ares Leveraged Investment Fund II, L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

177. Upon information and belief, Ares III CLO Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

178. Upon information and belief, Ares IV CLO Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California. This entity acquired pursuant to an assignment a portion of the

debt incurred by Adelpia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelpia on account of that debt.

179. Upon information and belief, Ares V CLO Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelpia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelpia on account of that debt.

180. Upon information and belief, Ares VI CLO Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelpia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelpia on account of that debt.

181. Upon information and belief, Athena CDO Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelpia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelpia on account of that debt.

182. Upon information and belief, Aurum CLO 2002 - 1 Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Illinois. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelpia, which debt was incurred under the CCH and Olympus Co-

Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

183. Upon information and belief, Belhurst CLO, Ltd. (f/k/a Avalon Capital, Ltd.) is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

184. Upon information and belief, Avalon, Ltd. 3 (f/k/a Avalon Capital, Ltd. 2) is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

185. Upon information and belief, Reynolds American Defined Master Trust (f/k/a B & W Master Tobacco Fund) is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

186. Upon information and belief, Balanced High Yield Fund II, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its

principal place of business located in the State of California. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

187. Upon information and belief, Ballyrock CDO I Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

188. Upon information and belief, Bear Stearns Investment Products, Inc. is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

189. Upon information and belief, Bear, Stearns & Co., Inc. is a corporation engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH, Olympus, and UCA/HHC Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

190. Upon information and belief, Blue Square Funding Series 3 is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

191. Upon information and belief, Boston Income Portfolio is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

192. Upon information and belief, Eli Broad Foundation is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

193. Upon information and belief, California Public Employees Retirement System is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the

CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

194. Upon information and belief, Captiva IV Finance Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

195. Upon information and belief, Caravelle Investment Fund II, L.L.C. is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

196. Upon information and belief, Carlyle High Yield Partners II, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

197. Upon information and belief, Centurion CDO II, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of

business located in the State of Minnesota. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

198. Upon information and belief, Centurion CDO III, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Minnesota. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

199. Upon information and belief, Century Interest is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts. Upon information and belief, this entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, and received payments from Adelphia on account of that debt.

200. Upon information and belief, Century Post Petition Interest is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts. Upon information and belief, this entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, and received payments from Adelphia on account of that debt.

201. Upon information and belief, Ceres II Finance Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of

business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

202. Upon information and belief, Charter View Portfolio is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

203. Upon information and belief, Citadel Hill 2000, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

204. Upon information and belief, Clydesdale CLO 2001-1, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New Jersey. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

205. Upon information and belief, Columbus Loan Funding, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Connecticut. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelpia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelpia on account of that debt.

206. Upon information and belief, Costantinus Eaton Vance CDO V, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelpia, which debt was incurred under the CCH, Olympus, and UCA/HHC Co-Borrowing Facilities, and upon information and belief received payments from Adelpia on account of that debt.

207. Upon information and belief, Continental Casualty Company is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Illinois. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelpia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelpia on account of that debt.

208. Upon information and belief, CSAM Funding I is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelpia, which debt was incurred under the CCH Co-Borrowing

Facility, and upon information and belief received payments from Adelphia on account of that debt.

209. Upon information and belief, CSAM Funding II is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

210. Upon information and belief, D.E. Shaw Laminar Portfolios, LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

211. Upon information and belief, DB Structured Products, Inc. is a corporation engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. Upon information and belief, this entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

212. Upon information and belief, Blackrock Debt Strategies Fund (f/k/a Debt Strategies Fund II, Inc.) is a corporation engaged in the business of, among other things,

acquiring bank debt, with its principal place of business located in the State of New Jersey. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

213. Upon information and belief, Debt Strategies Fund III, Inc. is a corporation engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New Jersey. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

214. Upon information and belief, Delano Company #274 is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

215. Upon information and belief, DZ Bank AG Deutsche Zentral-Genossenschaftsbank is a financial institution engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

216. Upon information and belief, Eaton Vance CDO II, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

217. Upon information and belief, Eaton Vance Institutional Senior Loan Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the UCA/HHC, CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

218. Upon information and belief, Eaton Vance Senior Income Trust is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and UCA/HHC Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

219. Upon information and belief, ELC (Cayman) Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and UCA/HHC Co-

Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

220. Upon information and belief, ELC (Cayman) Ltd. CDO Series 1999-I is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the Olympus, and UCA/HHC Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

221. Upon information and belief, ELC (Cayman) Ltd. Series 1999-I is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina. Upon information and belief, this entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, and received payments from Adelphia on account of that debt.

222. Upon information and belief, ELC (Cayman) Ltd. 1999-III is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

223. Upon information and belief, ELC (Cayman) Ltd. 2000-I is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina. This entity acquired pursuant to an assignment a

portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

224. Upon information and belief, ELF Funding Trust I is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

225. Upon information and belief, ELF Funding Trust III is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the Olympus Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

226. Upon information and belief, Eli Broad is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

227. Upon information and belief, Emerald Orchard Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of

business located in the State of Texas. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

228. Upon information and belief, Endurance CLO I, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

229. Upon information and belief, Erste Bank New York Branch (d/b/a Erste Bank) is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

230. Upon information and belief, Evergreen Funding Ltd., Co. is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Indiana. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

231. Upon information and belief, PC CBO IV Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

232. Upon information and belief, Fidelity Advisors Series II: Fidelity Advisor Floating Rate High Income Fund (161) is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH, Olympus, and UCA/HHC Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

233. [Deleted]

234. Upon information and belief, Fidelity High Yield Collective is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and UCA/HHC Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

235. [Deleted]

236. Upon information and belief, First Dominion Funding I is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

237. Upon information and belief, First Dominion Funding II is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the Olympus Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

238. Upon information and belief, First Dominion Funding III is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the Olympus Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

239. Upon information and belief, Flagship CLO 2001-I is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing

Facility, and upon information and belief received payments from Adelpia on account of that debt.

240. Upon information and belief, Flagship CLO II is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelpia, which debt was incurred under the Olympus Co-Borrowing Facility, and upon information and belief received payments from Adelpia on account of that debt.

241. Upon information and belief, Fortis Capital Corp. is a corporation engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Connecticut. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelpia, which debt was incurred under the CCH and UCA/HHC Co-Borrowing Facilities, and upon information and belief received payments from Adelpia on account of that debt.

242. Upon information and belief, Franklin CLO I, Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelpia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelpia on account of that debt.

243. Upon information and belief, Franklin CLO II, Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California. This entity acquired pursuant to an assignment a

portion of the debt incurred by Adelphia, which debt was incurred under the CCH, Olympus, and UCA/HHC Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

244. Upon information and belief, Franklin CLO III, Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

245. Upon information and belief, Franklin Floating Rate Daily Access Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH, Olympus, and UCA/HHC Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

246. Upon information and belief, Franklin Floating Rate Master Series is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH, Olympus, and UCA/HHC Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

247. Upon information and belief, Franklin Floating Rate Daily Access Fund, individually and as successor to Franklin Floating Rate Trust's interests in the credit facilities at issue is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH, Olympus, and UCA/HHC Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

248. Upon information and belief, Galaxy CLO 1999-1, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

249. Upon information and belief, Glencables Trading LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and UCA/HHC Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

250. Upon information and belief, GoldenTree Loan Opportunities I, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an

assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH, Olympus, and UCA/HHC Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

251. Upon information and belief, GoldenTree Loan Opportunities II, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. Upon information and belief, this entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, and received payments from Adelphia on account of that debt.

252. Upon information and belief, GoldenTree High Yield Master Fund, Ltd. (f/k/a GoldenTree Master Fund, Ltd.) is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and UCA/HHC Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

253. Upon information and belief, GoldenTree High Yield Opportunities II, L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

254. Upon information and belief, Grayson & Co. is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business

located in the Commonwealth of Massachusetts. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and UCA/HHC Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

255. Upon information and belief, Great Point CLO 1999-1, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

256. Upon information and belief, Greystone CLO Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

257. Upon information and belief, GSC Recovery IIA, L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New Jersey. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the Olympus Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

258. Upon information and belief, GoldenTree High Yield Value Master Fund, L.P. is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and UCA/HHC Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

259. Upon information and belief, Halcyon Fund, L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the Olympus, CCH and UCA/HHC Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

260. Upon information and belief, Hamilton CDO, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

261. Upon information and belief, Harbour Town Funding, LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH

and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

262. Upon information and belief, Harbourview CDO II, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Colorado. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

263. Upon information and belief, Harbourview CLO IV, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Colorado. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

264. Upon information and belief, Harch CLO I, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Florida. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

265. Upon information and belief, High Income Portfolio is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts. This entity acquired pursuant to an

assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

266. Upon information and belief, Highland Legacy Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH, Olympus, and UCA/HHC Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

267. Upon information and belief, Highland Loan Funding V, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH, Olympus, and UCA/HHC Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

268. Upon information and belief, Highland Offshore Partners is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the Olympus Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

269. Upon information and belief, IBJ Whitehall Funding 2001 Trust is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Delaware. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the UCA/HHC Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

270. Upon information and belief, RiverSource Life Insurance Company (f/k/a IDS Life Insurance Company) is an insurance company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH and Olympus Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

271. Upon information and belief, Indosuez Capital Funding IIA, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the UCA/HHC Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

272. Upon information and belief, Indosuez Capital Funding IV, L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the

UCA/HHC Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

273. Upon information and belief, ING Senior Income Fund (f/k/a ING Pilgrim Senior Income Fund) is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Arizona. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH Co-Borrowing Facility, and upon information and belief received payments from Adelphia on account of that debt.

274. Upon information and belief, ING Senior Income Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Arizona. This entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, which debt was incurred under the CCH, Olympus, and UCA/HHC Co-Borrowing Facilities, and upon information and belief received payments from Adelphia on account of that debt.

275. Upon information and belief, Investment Fund II LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. Upon information and belief, this entity acquired pursuant to an assignment a portion of the debt incurred by Adelphia, and received payments from Adelphia on account of that debt.

276. Upon information and belief, Investment Partners I is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York. Upon information and belief, this entity acquired